MARVEL

the AMAZING SPIDER-MAN®

THE COMPLETE BEN REILLY EPIC BOOK 2

the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC

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the AMAZING SPIDER-MAN

THE COMPLETE BEN REILLY EPIC

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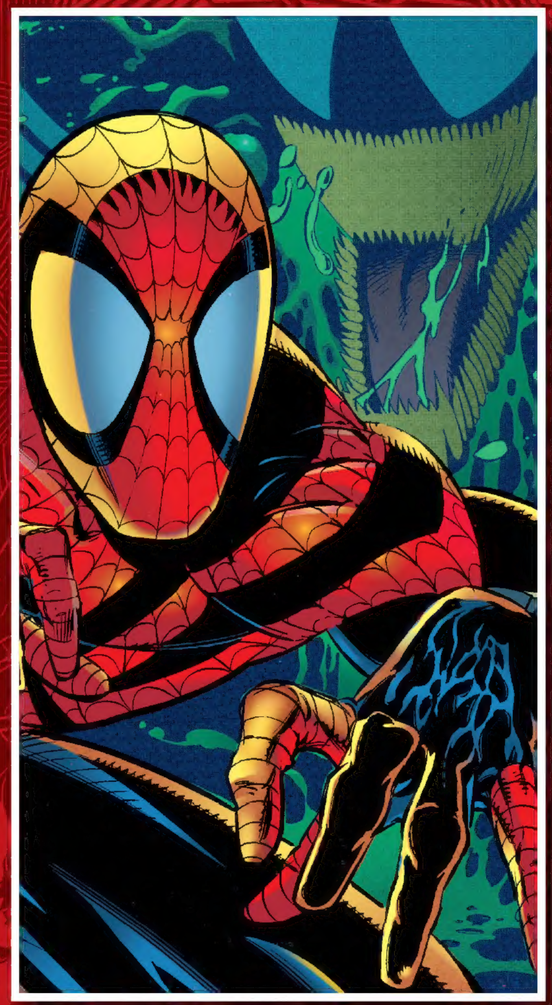

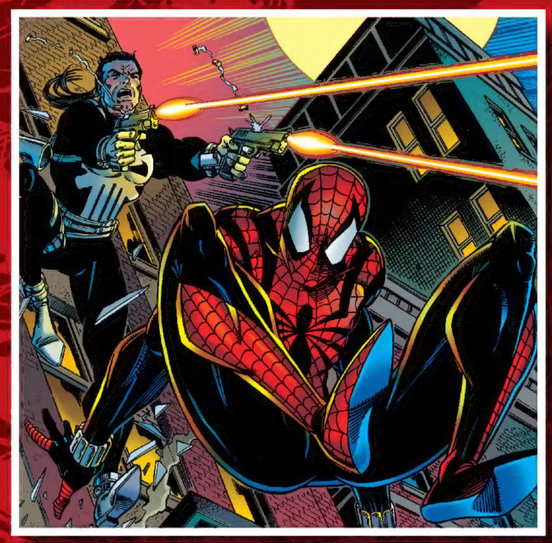

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THE RETURN OF... THE AMAZING SPIDER-MAN®

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JAN • 407

MARVEL® SPIDER-MAN GROUP

SAND TRAP!

HIS GIVEN NAME IS **PETER PARKER.** WHILE IN HIGH SCHOOL HE WAS BITTEN BY A RADIOACTIVE SPIDER AND ENDOWED WITH AMAZING POWERS, WHICH HE HAS SINCE USED TO PROTECT THE INNOCENT AND BATTLE EVIL. NOW HE CALLS HIMSELF **DEN REILLY,** AND, AS A COSTUMED CRIMEFIGHTER, HE CONTINUES HIS CRUSADE... FOR HE UNDERSTANDS THAT WITH GREAT POWER COMES GREAT RESPONSIBILITY!
STAN LEE PRESENTS: THE AMAZING SPIDER-MAN!

I'M A LITTLE DISAPPOINTED WITH THIS FRONT PAGE, JOE.

THE HEADLINE'S A REAL GRABBER, BUT THIS GRAPHIC DOESN'T REALLY JUMP OUT AT ME.

FINAL ★★★★

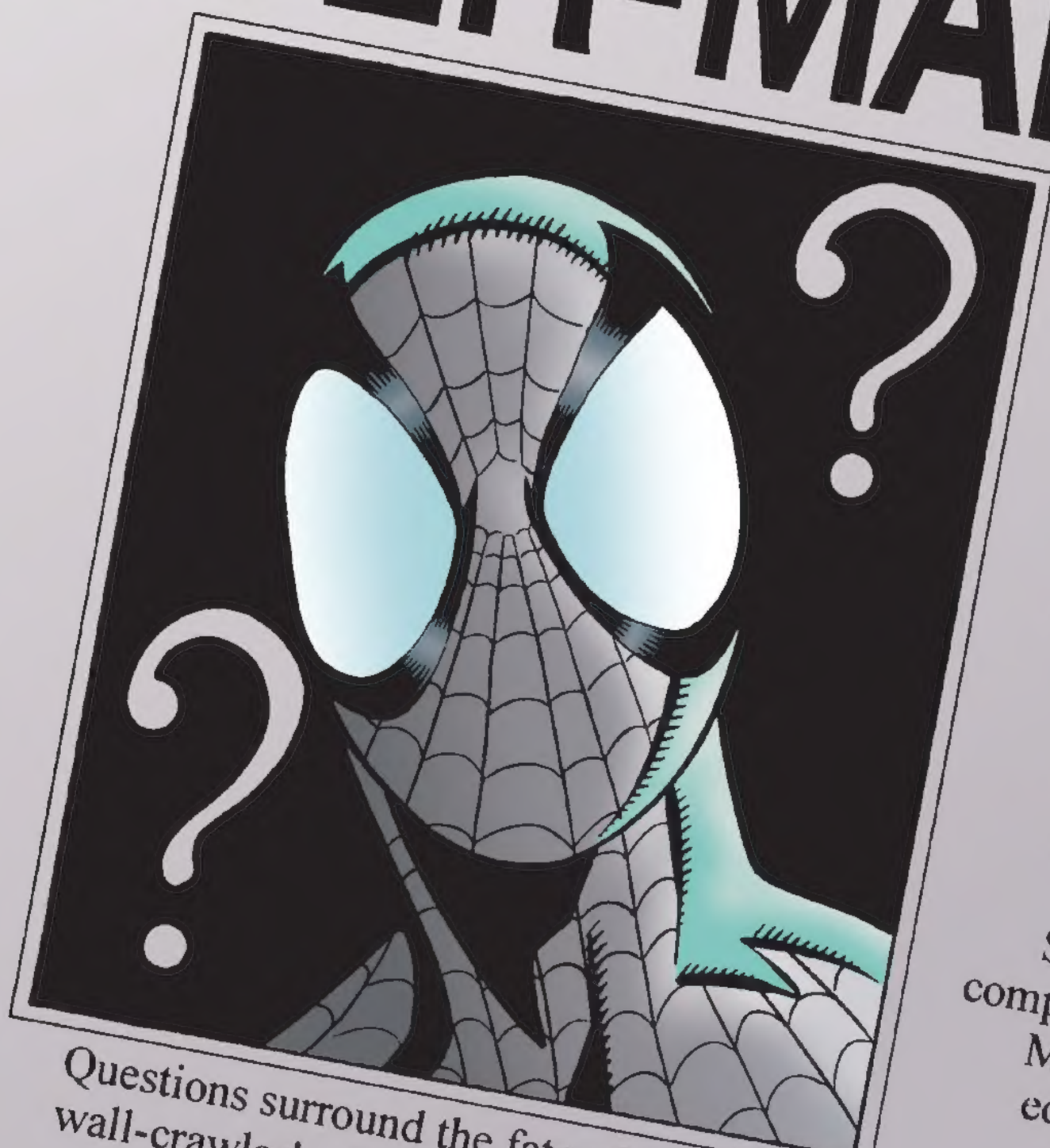
DAILY BUGLE

THE PICTURE NEWSPAPER

50¢

Partly cloudy, chance of snow. High 25-30 Details p. 2

WHATEVER HAPPENED TO SPIDER-MAN?!?



Questions surround the fate of original wall-crawler! Stories begin on page 3.

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BLASTS FROM THE PAST!

FRANKLY, I'M SURPRISED YOU DIDN'T PULL ONE OF PARKER'S OLD ACTION SHOTS OUT OF THE FILES!

SPEAKING OF PARKER, YOU HEAR ANYTHING SINCE HE AND HIS WIFE WENT OFF TO HAVE THEIR BABY?

GOD...

WHAT A REVOLTING THOUGHT!

IT'S A REAL POSSIBILITY! AFTER ALL, THE ORIGINAL GUY DISAPPEARED A FEW WEEKS AGO!

WASN'T HE RECENTLY SIGHTED IN PORTLAND, OREGON?

UNCONFIRMED! BUT WE DO KNOW SOMEBODY WEARING A *NEW* VERSION OF HIS COSTUME WAS SPOTTED NEAR *CENTENNIAL UNIVERSITY* LAST WEEK!

MAYBE HE JUST GOT *TIRED* OF THE OLD SUIT...

I CERTAINLY HAD ENOUGH OF IT!

WHAT *ARE* YOU DOING--?!

I THOUGHT YOU SWORE *OFF* CIGARS!

harumphh-

I... DID!

I GUESS SOME OLD *HABITS* ARE HARD TO BREAK.

YEAH! THEY'RE A LOT LIKE OLD PREJUDICES!

NOT A WORD.

DAILY-BUGLE

HEY, JONAH! TAKE A LOOK OUT THIS WINDOW!

IT LOOKS LIKE OUR HEADLINE STRUCK A *NERVE*--

WHAT'S YOUR OPINION ON THIS LEAD STORY, JONAH?

DO YOU REALLY THINK THERE'S A *NEW SPIDER-MAN* IN TOWN?

"--AND WE'RE NOT THE ONLY ONES CURIOUS ABOUT SPIDER-MAN'S CURRENT SITUATION!"

THE STREETS ARE PRACTICALLY BOILING OVER WITH WILD AND CRAZY ***RUMORS*** ABOUT MY OL' WEB-HEADED HOMEBOY!

MAYBE SPIDEY AND I HAVEN'T EXACTLY BEEN THE BEST OF BUDS OVER THE YEARS, BUT HE RECENTLY CAME THROUGH FOR ME...*

*AS SHOWN IN SPIDER-MAN UNLIMITED #5.

IT'S TIME I RETURNED THE FAVOR!

I OWE IT TO HIM TO LEARN WHAT'S ***REALLY*** GOING ON!

IS HE MERELY TRYING TO UPDATE HIS ***LOOK***... OR HAS SOMEONE ELSE COPPED HIS ***GIG***?!

SPIDER-MAN: THE SUBWAY CLUB

IF HE'S ANYWHERE NEAR MANHATTAN, HE'S BOUND TO SEE OR HEAR ABOUT MY FLAMING INVITATION--

--AND ONLY THE ***REAL SPIDER-MAN*** WILL KNOW THE ***LOCATION*** OF OUR REGULAR MEETING SITE!

DAILY BUGLE

WHO-TEA!

The Daily Grind

WHO-TEA!

WHOOOTEA!

UH... YOU OKAY, MISTER?

JUST FINE!

YOU'RE NEW HERE--!

I'M BEN... BEN REILLY! STARTED YESTERDAY!

BUGLE'S ENTERTAINMENT SECTION HAS AN ARTICLE ON HOOTIE AND THE BLOWFISH!

INTRIGUING NAME!

SHAKESPEARE WROTE, "A ROSE, BY ANY OTHER NAME, WOULD SMELL AS SWEET."

BUT I WONDER HOW POPULAR THIS BAND WOULD BE IF THEY WERE CALLED DARIUS AND FRIENDS!

DON'T LET OL' BUZZ DISTRACT YOU, BEN!

I NEED TWO VANILLA LATTES!

COMING RIGHT UP, SHIRLEY!

NAMES ARE A SUBJECT I'M REAL SENSITIVE ABOUT!

BEN REILLY IS A FICTION. I'M ACTUALLY PETER PARKER!

UNFORTUNATELY, ANOTHER GUY--A CLONE WHO WAS GROWN FROM MY DNA-- HAS BEEN USING MY NAME AND LIVING MY LIFE FOR THE PAST FEW YEARS!

PETER MAY HAVE MOVED TO ANOTHER STATE WITH HIS WIFE, BUT--AS MUCH AS I WISH I COULD--TOO MUCH TIME HAS PASSED FOR ME TO TAKE UP WHERE I LEFT OFF!

I'VE GOT TO BUILD A NEW LIFE FOR MYSELF!

HEY, EVERYBODY! HAVE YOU ALL HEARD ABOUT THE TORCH'S MESSAGE TO SPIDER-MAN?

IT WAS SIMPLY TO DIE--!

YOU READ THE ARTICLE IN TODAY'S BUGLE, DESIREE?

WITH A SOCIAL CALENDAR AS JAMMED AS MINE, WHO HAS TIME FOR NEWS-PAPERS?!

ALTHOUGH I DID HEAR THE WEB-GUY UPDATED HIS LOOK!

GOTTA BE AN IMPROVEMENT!

NOT NECESSARILY!

GARY'S RIGHT! MOST SUPER-GUYS ARE MAJOR *FASHION* DON'TS!

WHAT'LL YOU HAVE, PEOPLE?

HEY! I KNOW YOU--!*

YOU CLEAN UP REAL GOOD, AND THE HAIR IS TOTALLY FLY!

*BEN MET DESIREE IN *SENSATIONAL* #0!--Bob.

uh, THANKS! NOW, ABOUT YOUR ORDER...

hoo-boy! A GUY COULD REALLY LOSE HIMSELF IN DESIREE WINTHROP'S EYES! I ALMOST WISH... aw, WHO AM I KIDDING?

I SHOULD BE THINKING ABOUT THE *HUMAN TORCH!* I HAVEN'T DECIDED IF I SHOULD LINK UP WITH HIM LATER!

I'VE GOT NO IDEA WHAT KIND OF *RELATIONSHIP* HE HAD WITH PETER!

WHO KNOWS *HOW* HE'LL REACT WHEN HE REALIZES THAT I'M NOT THE SAME *SPIDER-MAN* HE'S KNOWN FOR THE PAST FIVE YEARS?!

AT THAT VERY MOMENT, AT THE EAST 53rd STREET ADDRESS OF THE SYMKARIAN EMBASSY...

THE AMBASSADOR INFORMS ME THAT OUR NEW RECRUITS HAVE ARRIVED--

--AND THEY HAVE ALREADY REPORTED TO THE GYM!

SWELL!

I GUESS YOU WANT ME TO RUN A STANDARD ENDURANCE TEST.

ANY SPECIAL INSTRUCTIONS--?

GO EASY ON THEM. THEY'RE NEW TO FIELD WORK.

GOTCHA!

AND SO, SHORTLY...

WELCOME TO AMERICA... AND THE WILD PACK!

AS YOU ALL KNOW, SILVER SABLE INCORPORATED IS SYMKARIA'S MAJOR INDUSTRY!

OUR SECURITY SERVICES ARE IN DEMAND AROUND THE ENTIRE WORLD!

YOU CITIZENS HAVE ALL WORKED HARD FOR A PLACE ON THIS TEAM!

A FIELD ASSIGNMENT IS AN HONOR... A PRIVILEGE... NOT A BIRTHRIGHT!

YOU MUST CONSTANTLY PROVE THAT YOU ARE THE VERY BEST SYMKARIA HAS TO OFFER!

YOU MUST BE STRONG, COURAGEOUS AND VIGILANT!

AN ATTACK COULD COME AT ANY TIME--

--AND FROM ANY QUARTER!

PWA-DUFF!

WE'RE AT FIVE SECONDS, PEOPLE...

PWAKK!

IT'S TEN...

SPWAA!

AND CLOSING ON FIFTEEN...

PWOOM!

KILL THE CLOCK!

YOU GUYS DID OKAY FOR YOUR FIRST TIME OUT!

uh... THANKS!

MY PLEASURE!

I'M SURE...!

THIS GROUP SHOWS REAL POTENTIAL, SILVER!

I SAW. *FIFTEEN SECONDS!* HOW LONG BEFORE THEY LAST *TWENTY?*

GIMME A WEEK--MAYBE TWO--TA HARDEN 'EM UP!

DAILY-BUGLE WHATEVER HAPPENED TO SPIDER-MAN?

HAVE YOU SEEN TODAY'S *DAILY BUGLE?*

THE LEAD STORY COULD BE A STUNT BY JAMESON TO BOLSTER HIS SAGGING CIRCULATION.

STILL, I'M TEMPTED TO INVESTIGATE...

YER KIDDIN'! I THOUGHT WE DIDN'T DO *FREEBIES!*

WE *DON'T!*

THIS COMES UNDER THE HEADING OF *RESEARCH AND DEVELOPMENT!*

THOUGH HE WAS NOT ONE OF OUR REGULAR *FREE-LANCERS,* THE OLD SPIDER-MAN OFTEN PROVED A USEFUL *ALLY.*

IT BEHOOVES US TO LEARN IF HE HAS, INDEED, BEEN *REPLACED.*

I HOPE YOU AIN'T PLANNIN' TA RUN AN ENDURANCE TEST ON HIM!

ME? DON'T BE SILLY!

THAT'S *YOUR* JOB!

THUS, SOMETIME LATER...

ALMOST SIX O'CLOCK! . TIME TO RENDEZVOUS WITH THE OL' WEBHEAD!

I JUST HOPE HE SHOWS!

BOY! I'M GOING TO FEEL LIKE A REAL JERK IF THIS NEW COSTUME JAZZ IS JUST SOME CRUMMY ATTEMPT AT SOME FREE PUBLICITY!

AGENT 14 TO SYMKARIA ONE! I AM TRACKING THE HUMAN TORCH!

HE IS CURRENTLY MOVING TO THE WEST...IN THE DIRECTION OF AGENT 27!

I GOT HIM, AGENT 14--

--AND HIS FINAL DESTINATION APPEARS TO BE THE STATUE OF LIBERTY!

BUT, EVEN AS THIS CRITICAL BIT OF INFORMATION IS QUICKLY RELAYED TO SILVER SABLE...

HI-HO, FLAME-BRAIN! THERE'S NO NEED TO BURN UP THE SKIES FOR LITTLE OL' ME!

SPIDER-MAN! I SEE YOU GOT MY MESSAGE!

WHO COULD MISS IT? YOU'VE GOT ABOUT THE WORST CASE OF SUBTLETY DEFICIT DISORDER I'VE EVER SEEN!

WHAT'S THE BIG EMERGENCY?

I'VE RECENTLY LEARNED THAT YOU ARE IN SERIOUS DANGER!

SOMEONE INTENDS TO KILL YOU!

REALLY?

YOU GOT ANY IDEA WHO--?

AS A MATTER OF FACT, I DO--!

LIKE EVERYONE ELSE IN THIS GREAT CITY, I HATE YOU!

YOU'RE NOTHING BUT AN INSUFFERABLE INSECT! A WALL-CRAWLING FREAK!

YOU'RE TOO FAST! TOO STRONG AND AGILE!

I COULDN'T RISK GIVING YOU A FIGHTING CHANCE, SO I DELIBERATELY LURED YOU UP HERE WHERE I HAD THE ADVANTAGE!

YOU ARE TOAST, MY FRIEND! YOU CAN'T POSSIBLY AVOID MY DEADLY FLAME!

AARGHH!

NIGHTY-NIGHT, PEABRAIN!

IT'S A LOOOONG WAY TO THE GROUND--

--AND IT'S THE LAST TRIP YOU'LL EVER MAKE!

HA-HA-HA!

NOT BAD! NOT BAD AT ALL!

ALTHOUGH I SUPPOSE THE DIALOGUE COULD USE SOME SHARPENING!

SUCH A PITY IT WASN'T *REAL!*

THE DIGITAL IMAGERY TRANSMISSION CHIP WHICH *ARMADA* RECENTLY APPROPRIATED FOR ME*... IS FAR *MORE EFFECTIVE* THAN I EVER DARED DREAM!

IN A MANNER WHICH WOULD BOGGLE THE MIND OF A LESSER INTELLECT, IT *CONVERTS* BRAIN WAVES INTO *DIGITIZED SIGNALS* WHICH ANY NORMAL TELEVISION CAN TRANSLATE INTO *SOUND* AND *PICTURES!*

I CAN CREATE *INSTANT PROGRAMMING!* USING MY OWN *THOUGHTS!* MY OWN *FANTASIES!*

WRITERS! ACTORS! SETS! AND COSTLY *PRODUCTION FACILITIES* WILL HAVE BECOME *OBSOLETE!*

I CAN LITERALLY CREATE AND SUPPLY A COMPLETE *TELEVISION NETWORK* WITH THE POWER OF MY OWN *MIND!*

IN THIS *AGE OF INFORMATION...*

...THE GREATEST POWER BELONGS TO WHOEVER RULES THE *AIRWAVES!*

AND SOON-- VERY SOON-- THAT SHALL BE *MYSTERIO!*

AND I WILL CELEBRATE BY *ACHIEVING* A LONG-CHERISHED DREAM...

...THE TOTAL *DESTRUCTION OF SPIDER-MAN!*

*SEE SENSATIONAL SPIDER-MAN #0 FOR DETAILS--Bob.

THERE! I HOPE YOU FEEL BETTER!

I FLUFFED YOUR *PILLOW* AND STRAIGHTENED YOUR *BLANKET!*

CAN YOU *HEAR* ME, SEWARD? DO YOU EVEN *KNOW* I'M HERE?

WHERE *ARE* YOU, MAN? IS YOUR MIND STILL WANDERING THROUGH *CYBER-SPACE?*

YOU GOTTA *WAKE UP!* YOU JUST *GOTTA!* THE LONGER YOU REMAIN IN THIS *COMA*, THE LESS CHANCE YOU HAVE OF EVER REGAINING THE FULL USE OF YOUR *BODY!*

I... I'LL *STOP* IN AGAIN TOMORROW, PAL!

WHAT A LIFE! I HAVE A FAKE NAME, A DEAD-END JOB, AND MY ONLY FRIEND IS IN A *COMA!*

I GUESS THINGS COULD ALWAYS BE *WORSE!*

FOR ME... THEY USUALLY *ARE!*

AT LEAST I CAN TAKE *SOME COMFORT* IN THE FACT THAT *I* KNOW WHO I REALLY AM!

OKAY! I HAVE THE WHOLE EVENING AHEAD OF ME... WHAT SHOULD *I DO?*

TRY TO GET A LINE ON THAT MISSING TECHNOLOGY WHICH *ARMADA* RECENTLY RIPPED OFF?

FIND A DECENT *APARTMENT?*

CATCH A *MOVIE?*

WHIP UP *SOME MORE WEB FLUID?*

HAVE A LEISURELY *DINNER?*

OR, ENJOY A NIGHT OUT WITH A CERTAIN *FLAME-COVERED CLOWN?*

AND SO...

LIBERTY ISLAND FERRY RATES:

STAY TOGETHER, CLASS!

LEWIS IS BREATHING ON ME, MRS. PLATT!

AM NOT!

WHY DID I VOLUNTEER TO BE A CLASS CHAPERONE?

KILLER SHARKS ARE EASIER ON THE NERVES THAN SECOND GRADERS!

BEAUTIFUL DAY FOR A SCHOOL OUTING.

MAYBE...

...BUT WE'RE NOT HERE TO ENJOY THE SIGHTS!

SPIDER-MAN CAN'T *FLY* LIKE THE TORCH. IF *LIBERTY ISLAND* IS THEIR RENDEZVOUS POINT, HE MAY BE ON THIS FERRY.

HOW SHOULD I PLAY HIM?

I HAVEN'T DECIDED YET.

OKAY! YOU'RE THE BOSS!

THIS IS PROBABLY GOING TO BE A BIG WASTE OF TIME, BUT I CAN'T AFFORD *NOT* TO CHECK IT OUT!

WHO KNOWS? IT COULD BE WORTH A FEW LAUGHS TO SEE *JOHNNY STORM* AFTER ALL THESE YEARS, AND-- *WHOA!*

THAT BIG BRUISER AHEAD OF ME! HAVEN'T SEEN HIM IN OVER *FIVE YEARS*, BUT I'D *KNOW* HIM ANYWHERE--

--THE SANDMAN!

HE MUST BE *HERE* BECAUSE OF THE TORCH'S MESSAGE!

HOW'D HE STUMBLE ON OUR MEETING SITE? IS HE AFTER *ME* OR *JOHNNY*?

TO MAKE MATTERS *WORSE*, THIS FERRY IS FILLED WITH *CHILDREN*, WHICH HE CAN USE AS *HOSTAGES!*

I READ SOMEWHERE THAT THE SANDMAN HAD JOINED A HIGH-TECH *MERCENARY GROUP* A FEW YEARS BACK!

WISH I'D PAID MORE *ATTENTION* TO THAT ARTICLE!

THE OTHER *PETER PARKER* LIVED A FULL LIFE WHILE I WAS *GONE*! A LOT OF THINGS *CHANGED!*

THE SANDMAN'S BEING HERE COULD BE PERFECTLY *INNOCENT*, BUT I CAN ONLY GO BY MY OWN *PAST EXPERIENCE!*

NO SIGN OF THE WEB-GUY! WHAT IF HE DOESN'T SHOW?

HOLD ON, BIG FELLA! YOU'RE GOING TO HAVE TO WAIT FOR THE NEXT FERRY!

NO *LIABILITY INSURANCE* IS BIG ENOUGH TO COVER BOTH A *CLASS FULL OF KIDS* AND A KNOWN *SUPER-VILLAIN* ON THE SAME BOAT!

THEN I'LL ONLY HAVE TO PAY YOU *STRAIGHT TIME* FOR THIS EVENING'S WORK!

SPIDER-MAN!! I'M REAL GLAD YOU FINALLY POPPED UP!

NOW I CAN *BILL* THE ENTIRE NIGHT AT MY *FIELD COMBAT RATE!*

UH, YEAH... WHATEVER YOU SAY!

LOOK, I DON'T KNOW WHAT YOUR *GAME* IS, SANDMAN...

...BUT I WANT YOU AND YOUR BLONDE CUTIE TO BACK *AWAY* FROM THE FERRY!

BLONDE CUTIE?!

OBOY! HE'S REALLY IN FOR IT NOW!

TEST HIM... TO THE MAX!

GOTCHA!

YOU TRYIN' TA COMMIT *SUICIDE*, WEBS? WHERE ARE YOUR BLASTED *MANNERS*?!

EVEN *DOCTOR DOOM* TREATS SILVER SABLE WITH MORE *RESPECT*!

SILVER SABLE?! I THOUGHT SHE LOOKED FAMILIAR! I ONCE SAW HER ON *LETTERMAN*!

SHE'S SOME KIND OF INTERNATIONAL *BOUNTY HUNTER*!

DID SOMEONE *HIRE* HER AND THE SANDMAN? SOMEONE LIKE *ARMADA*... OR HIS MYSTERIOUS EMPLOYER?!

HECK! WITH MY LUCK, THE SUSPECTS COULD RANGE ALL THE WAY FROM THE NEW *DOC OCK* TO *BARNEY*, THE PURPLE DINOSAUR!

AT LEAST I'VE MANAGED TO LURE SANDY *AWAY* FROM THE KIDS! NOW ALL I HAVE TO DO IS FIND A WAY TO KEEP HIM FROM *REARRANGING* MY EVER-ADORABLE FACE!

YEAH... THAT'S *ALL*!

MEANWHILE, ACROSS TOWN, AT CENTENNIAL UNIVERSITY...

WHAT DO YOU *THINK*, AMINIQUE?

THESE STILLS ARE TOTALLY *FANTABULOUS*, JESSICA! I'LL BET YOU'RE THE ONLY *PHOTO-BIRD* IN THE ENTIRE CITY WHO'S MANAGED TO SNAP THE NEW *SPIDER-MAN!*

MAYBE YOU SHOULD CONSIDER PULLING A... *WHAT* IS HIS NAME? THE GUY WHO'S ALWAYS BYLINING THE SPIDER-SHOTS FOR THE *DAILY BUGLE--?*

BINGO! HE SCORES *BUCKS* OFF HIS CAMERA FOR SPIDER-MAN SHOTS! WHY SHOULDN'T YOU?

YOU MEAN *PARKER... PETER PARKER?!*

I MIGHT HAVE COME ON A LITTLE TOO STRONG EARLIER!

MAYBE WE SHOULD BOTH CALM DOWN AND, Y'KNOW, TALK!

SURE! WE CAN KNOCK BACK A FEW BREWS--

--BUT IT'S GOTTA BE AFTER I GET THE WORD FROM SILVER!

WHO IS THIS CHARACTER?!

HE MAY BE AS STRONG AND AGILE AS THE OTHER SPIDER-MAN, BUT HIS MOVES ARE COMPLETELY DIFFERENT!

PUSH

HE SEEMS A LITTLE LESS EXPERIENCED--

--AND A LOT MORE LIGHT-HEARTED!

YO, SANDY! CATCH THIS NEW STUNT I'VE BEEN TRYING TO PERFECT!

IT STARTS WITH A THIRTY-FOOT LEAP TO THE NEAREST FLAG-POLE--

--AND CONCLUDES WITH A SMASHING CLIMAX!

COOL, huh?

WANT TO SEE IT AGAIN? YOU MIGHT HAVE MISSED SOME OF ITS SUBTLE BEAUTY THE FIRST TIME OUT!

ONE THING'S FOR SURE, WEBHEAD...

...I AIN'T GONNA MISS YOU!

PROMISES, PROMISES!

I'VE GOT JUST THE THING TO INTRIGUE A BEACH-LOVING BUTTERCUP LIKE YOU...

...A NICE, BIG WEB-BALL!

SPLUTZ!

SPLUTZ--?!

OH, NO! THAT NEW BATCH OF WEBBING I RECENTLY THREW TOGETHER IS GUMMING UP MY WEB-SHOOTERS, AND--gakk!: I'M BEING SWEPT UNDER A TIDAL WAVE OF SOLID SAND!

CAN'T BELIEVE I USED TO DREAM ABOUT BEING SPIDER-MAN AGAIN!

HOW COULD I HAVE POSSIBLY FORGOTTEN HOW MUCH I HATE DAYS LIKE THIS?!

FACE IT, JOHNNY-BOY...

...YOU'VE BEEN STOOD UP! SPIDEY'S A NO-SHOW!

EVERYBODY IN THIS CITY SAW MY INVITATION! HE MUST BE DELIBERATELY AVOIDING ME... BUT WHY?!

COULD THE BUGLE BE RIGHT FOR ONCE?

IS THERE A NEW WEBHEAD IN TOWN?

HEY! THERE'S SOME KIND OF A DISTURBANCE NEAR THE LIBERTY ISLAND FERRY DEPOT!

HAH! GOTTA HAND IT TA YOU, BUDDY BOY! WHOEVER THE HECK YOU REALLY ARE, YA MAKE A DARNED GOOD SPIDER-MAN!

YOU JUST NEED A LITTLE MORE SEASONING!

THE OTHER GUY NEVER WOULD HAVE FLOUNDERED INTO THIS TRAP!

PUT HIM DOWN, SANDMAN!

NOW!

THE HUMAN TORCH?!

GIMME A BREAK, KID! I'M JUST DOING MY JOB!

I APPRECIATE THE ASSIST, MATCHSTICK... EVEN IF IT WASN'T NEEDED!

A ROCK-HARD FIST IS NOTHING FOR SPIDER-MAN TO WORRY ABOUT!

MAN!

YOU TWO REALLY CHEESE ME OFF!

YOU ARE SOOOO LUCKY I WENT STRAIGHT A FEW YEARS AGO!

IF I WAS STILL A BAD GUY, I'D STOMP THE BOTH OF YOU WITHOUT PULLIN' ANY PUNCHES!

EVEN TOGETHER... YOU'RE NO MATCH FOR THE SANDMAN!

I CAN RESHAPE MY BODY INTO ANY WEAPON I CHOOSE, AND--

THAT'S QUITE ENOUGH--!

BAM

uh...

SOMETHING WRONG, SILVER?

NOT AT ALL!

I HAVE ALREADY LEARNED *ALL* I NEEDED TO KNOW.

BASED ON MY OBSERVATIONS, THIS NEW *SPIDER-MAN* APPEARS TO POSSESS ALL THE NECESSARY *SKILLS* AND *ABILITIES* TO LEGITIMATELY LAY CLAIM TO THE *NAME*.

ALTHOUGH I STRONGLY URGE HIM TO DO *SOMETHING* ABOUT THAT INFERIOR WEBBING.

NEW SPIDER-MAN--?!

YOU MEAN HE REALLY *IS* A DIFFERENT GUY?

I'M ACTUALLY THE *FIRST* SPIDER-MAN ... THE *ORIGINAL ONE* ... BUT I DON'T OWE THESE PEOPLE AN *EXPLANATION!*

I SOMETIMES EMPLOY *INDEPENDENT CONTRACTORS.*

THE OTHER SPIDER-MAN *OCCASIONALLY* SERVED IN THAT CAPACITY... THOUGH HE STEADFASTLY REFUSED *COMPENSATION.*

PERHAPS, UNDER THE RIGHT CIRCUMSTANCES AND FINANCIAL ARRANGEMENTS, *WE* COULD ALSO WORK TOGETHER.

I'D... *uh*... HAVE TO *THINK* ABOUT IT!

THAT'S *IT*?! THIS CLOWN STEALS SPIDEY'S *IDENTITY*, AND YOU OFFER HIM A *JOB*?!

EXACTLY! I COULD FIND A SIMILAR POSITION FOR *YOU!*

NOT INTERESTED, LADY! THE HUMAN TORCH IS NO STINKING *MERCENARY!*

PITY! YOU COULD COMMAND AN IMPRESSIVE FEE.

THERE'S AN EXPRESSION FOR A *WOMAN* LIKE YOU, AND IT RHYMES WITH *OLD-CARTED WITCH!*

AS FOR YOU... I WANT SOME *QUICK ANSWERS!*

WHERE'S THE OTHER SPIDEY? WHY'D YOU *REPLACE* HIM? HOW'D YOU GAIN *POWERS* LIKE HIS?

GET LOST, TORCHIE! I DON'T HAVE TO EXPLAIN MYSELF TO YOU OR ANYONE ELSE!

YOU CAN GO SOAK YOUR HEAD FOR ALL I CARE!

I BELIEVE WE HAVE ARRIVED AT A *STALEMATE.*

YOU HAVE NO *AUTHORITY* HERE, AND NO *PROOF* HE DID ANYTHING WRONG!

WHAT ARE YOU--*SOME KIND OF LAWYER?!*

NO, BUT IN MY BUSINESS, ONE IS ONLY A SPEED-DIAL AWAY!

OKAY! MAYBE I *CAN'T* FORCE HIM TO TALK...

...BUT I INTEND TO KEEP A CLOSE EYE ON THIS FOURTEEN CARAT PHONY!

BELIEVE IT!!

HEY! FORGET THAT HOTHEAD! LET'S GO CATCH THOSE BEERS I PROMISED!

uh... MAYBE SOME OTHER TIME!

SURE! I GOT A HUNCH SILVER AND ME WILL BE IN TOUCH REAL SOON!

HOW? I'M NOT EXACTLY IN THE PHONE BOOK!

DON'T SWEAT IT, WEBS! WE GOT OUR WAYS!

I'LL JUST BET YOU *DO!*

THE HERO-BIZ IS SO MUCH MORE *COMPLICATED* THAN I REMEMBER!

WHAT *KIND* OF WORLD IS THIS--WHERE THE HUMAN TORCH IS AN *ENEMY*, AND THE SANDMAN WANTS TO BE A *PAL?!*

I DON'T KNOW *WHAT* THE FUTURE HAS IN STORE FOR ME!

BUT, WHATEVER IT IS...

...I SINCERELY DOUBT IT'LL BE PLEASANT!

NEXT: *MYSTERIO!*

THE RETURN OF... SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

JAN • 64

MARVEL®

SPIDER-MAN GROUP

HER NAME IS POISON!

JRJR + AW

HE MIGHT AS WELL BE ALONE WITH THE BOY.

BREATHE.

THE BLARING SIRENS, THE FLASHING LIGHTS HAVE NO EFFECT ON HIM.

I SAID BREATHE.

RIGHT NOW, HE CAN'T TELL WHAT IS CAUSING HIM TO SWEAT BENEATH HIS COSTUME...THE INTENSE HEAT, OR THE OVERWHELMING STRESS OF THE MOMENT.

YOU...

...ARE GOING TO...

...LIVE!

The Game of Life

I'M NOT LETTING YOU DIE, KID!

DO YOU HEAR ME?

IT ALL BEGAN TEN MINUTES AGO AS **SPIDER-MAN**, SWINGING ABOVE THE MANHATTAN SKYLINE, SAW THE FIRE FROM MILES AWAY.

AN ENTIRE BLOCK ENGULFED IN FLAMES...

PEOPLE TRAPPED AND SCARED...

...HE HAD NO CHOICE BUT TO ACT.

ANYONE ELSE WOULD HAVE COLLAPSED FROM THE AMOUNT OF SMOKE HE HAS INHALED...

...BUT HE IS NOT ANYONE ELSE.

HE IS SPIDER-MAN.

HE IS A HERO.

SAVING DOZENS OF LIVES WILL MEAN NOTHING TO HIM...

...NOT IF THIS ONE CHILD IS ALLOWED TO DIE.

COME ON, KID...

...BREATHE. PLEASE.

HUUGHPH!

YES. YES. YES!

WE'VE GOT HIM FROM HERE, SPIDER-MAN. NICE WORK.

THANKS.

NO... MY MOTHER... PLEASE.

EXCUSE ME, SPIDER-MAN?

KAREN KARLSON FROM W-RTO EYE ON THE NEWS.

YOU MIND IF I ASK YOU A FEW QUESTIONS?

NOT NOW. I'M KIND OF BEAT --

YOU SEEM TO HAVE BEEN OFF THE NEW YORK SCENE AS OF LATE...DO YOU CARE TO TELL OUR VIEWERS WHY?

NOT REALLY.

WHAT ABOUT THIS SCARLET SPIDER CHARACTER?

ARE THE TWO OF YOU CONNECTED?

MY *MOTHER!* SHE'S ALIVE! *PLEASE?*

SPIDER-MAN, WHAT DO YOU THINK CAUSED THIS FIRE TO RAGE SO COMPLETELY OUT OF CONTROL?

SHE IS STILL INSIDE THE BUILDING. SHE'S *ALIVE*... I TELL YOU.. SHE'S ***ALIVE.***

SPIDER-MAN?

SPIDER-MAN?

EXCUSE ME, OFFICER, BUT DID THE BOY SAY HE THOUGHT HIS MOTHER WAS STILL IN THERE?

I KNOW YOU MEAN WELL, SPIDER-MAN, BUT YOU'RE EXHAUSTED. BESIDES...

...NO ONE COULD STILL BE ALIVE IN THAT INFERNO.

NO! THAT'S NOT TRUE!

MY MOTHER IS STRONG! SHE CANNOT BE HURT!

PLEASE, SPIDER-MAN...HELP HER...

...PLEASE.

NYC

EMERGENCY MEDICAL SERVICES

I WISH I COULD, KID.

I REALLY DO.

BECAUSE I KNOW WHAT IT'S LIKE TO HAVE NO ONE...

...AND NO CHANCE FOR A NORMAL LIFE.

ALMOST NO ONE PAYS ATTENTION TO THE AMBULANCE AS IT SPEEDS AWAY FROM THE FIRE SCENE.

ALMOST NO ONE.

NYC EMS

LET'S GET THE SALINE DRIP STARTED AND THEN --

FWOOM

WHAT WAS *THAT?!* DID WE HIT SOME-THING?

RRRIPP

NO. YOU HIT NOTHING.

BUT SOMEONE HAS HIT *YOU!*

I AM *EL TORO NEGRO.*

AND THE BOY IS MINE!

MEANWHILE...

SPIDER-MAN CAN ONLY WATCH AS THE FIRE RAGES OUT OF CONTROL.

WATCH AND WONDER IF HE COULD HAVE DONE MORE HAD HE ARRIVED SOONER.

WONDER IF HE COULD HAVE SAVED THAT BOY'S MOTHER.

WONDER IF...

EXCUSE ME, SPIDER-MAN, YOU WERE SAYING..?

I WAS SAYING...NO COMMENT!

AND STAND BACK. THIS BUILDING COULD COME DOWN ANY MINUTE NOW.

I'VE BEEN TO MY SHARE OF FIRES. I THINK I CAN HANDLE MYSELF --

KR

I SAID...

...STAY BACK!

HE CALLS IT HIS SPIDER-SENSE.

IT KICKS IN AUTOMATICALLY AS IT GIVES HIM AN AWARENESS OF DANGER.

KRAKOOM

AND, IN THE SPACE BETWEEN HEARTBEATS, SPIDER-MAN HAS PULLED THE REPORTER OUT OF HARM'S WAY...

...SHOT OFF TWO WEBLINES...

THWIP THWIP

...PREVENTED A POLICE PATROL CAR FROM BEING CRUSHED UNDER A TON OF BRICKS...

...AND IN THE PROCESS, SAVED THE LIVES OF TWO POLICE OFFICERS SITTING WITHIN.

OOHBOY!

THAT COULDA BEEN US, PARTNER.

Uhm... ah... THANKS... AND...

...AND WHAT ARE YOU DOING AFTER THE FIRE?

WE'VE GOT A LIVE ONE THERE!

WHO THE --?

CARLOS?

CARLOS!

WHERE IS MY SON?

CARLOS, MOMMY'S ALIVE...

I...

...WON'T...

...LET...

...THEM...

OMIGOD! WHO IS *THAT?*

...HURT...

...YOU.

JUST LIE STILL, LADY. I'LL GET YOU SOME HELP.

SPIDER-MAN? IT'S ME... ***POISON.***

YOU HAVE TO HELP ME FIND MY SON. HE'S IN DANGER.

THE MAN WHO STARTED THE FIRE...HE IS DANGEROUS... HE.

AS SOON AS WE GET YOU SOME MEDICAL ATTENTION.

*POISON MET THE **OTHER** SPIDER-MAN IN **WEB OF SPIDER-MAN ANNUAL #4** – Eric.*

NO!

YOU'RE NOT LISTENING TO ME! CARLOS IS IN *DANGER!*

KRAK

CARLOS IS FINE. I SAW HIM MYSELF. HE'S BEEN TAKEN TO THE HOSPITAL AND YOU'LL SEE HIM SOON.

NOW JUST TRY TO CALM DOWN.

SPIDER-MAN, I WAS WONDERING IF I COULD SPEAK WITH YOU AND THE MYSTERY WOMAN ABOUT --

I SAID...

THWAP THWAP

NO COMMENT.

AND YOU CAN QUOTE ME ON THAT.

Ah, MAN...MY CAMERA!

PLEASE, SPIDER-MAN, MY CARLOS IS IN DANGER. I KNOW YOU...YOU'LL MAKE SURE MY BOY IS SAFE... YES?

YES... I WILL.

THANK YOU.

...AND FROM THE RUINS OF THE COLLAPSED, FIRE-GUTTED BUILDING EMERGED THE SUPER-POWERED BEING KNOWN AS POISON.

A WOMAN WHO, OUR FLORIDA-BASED AFFILIATE INFORMS US, HAS WREAKED HAVOC ON THE MIAMI-BASED DRUG SCENE.

HER INVOLVEMENT IN THE FIRE... WHAT SHE IS DOING IN NEW YORK..AND HER CONNECTION TO SPIDER-MAN ARE STILL A MYSTERY. WE TURN NOW TO OUR MIAMI AFFILIATE, W-

HEY, REILLY!

MY MOTHER'S PAYIN' YOU TO GRIND COFFEE, *NOT* TO WATCH *TV!*

SURE, *DEVON.* WHATEVER YOU SAY.

YOU KNOW IT.

CHARMING CHILD.

SERVES AS AN EXCELLENT REMINDER WHY I NEVER MARRIED.

THOUGH HE DOES HAVE A POINT, YOUNG BEN. YOU COULD GLEAN MUCH MORE OF WORLD AND LOCAL EVENTS FROM A DAILY PERUSAL OF THE NEWSPAPER THAN YOU COULD EVER GET FROM THE IDIOT BOX.

THIS POISON, FOR INSTANCE.

SHE APPEARS TO HAVE BEEN QUITE THE VIGILANTE DOWN IN THE SOUTHERN ENVIRONMENT.

APPARENTLY SHE CAN FLY, IS QUITE INVULNERABLE AND IS POSSESSED OF CONSIDERABLE STRENGTH.

A SIGNIFICANT THORN IN THE SIDE OF THE MIAMI DRUG LORDS.

HOW DO YOU DO IT, *BUZZ?*

IT'S CALLED *READING,* YOUNG BEN. TRY IT SOMETIME.

BEN, YOU'RE NEVER GOING TO GET ANY WORK DONE IF YOU STOP TO LISTEN TO *EVERYTHING* BUZZ SAYS!

MOSTLY 'CAUSE HE NEVER SHUTS UP.

I'M LEARNING, BOSS.

HOW'S IT GOING WITH THE APARTMENT HUNT?

NOTHING I CAN AFFORD YET.

HERE, CALL THIS NUMBER... THEY'LL BE ABLE TO HELP YOU FIND A RESIDENCE.

Oh, AND I *WOULDN'T* GIVE MY NAME AS REFERENCE.

THINGS ARE FINALLY SETTLING DOWN FOR ME AFTER FIVE YEARS ON THE ROAD.

A JOB, A LEAD ON AN APARTMENT, NOW IF SEWARD WOULD JUST GET BETTER...

HEY, BUZZ! WHAT'S THE WORD ABOUT THE BOY SPIDER-MAN RESCUED FROM THE FIRE?

WHAT BOY?

THE BOY... THIS POISON'S SON.

THERE'S NO MENTION OF A BOY.

HOW CAN THAT BE?

THE ADDRESS IS INCREDIBLY EXCLUSIVE.

THE BUILDING UNBELIEVABLY EXPENSIVE.

THE MAN IS PARIS SCOTT.

TO THE UPPER CRUST OF SOCIETY, NOTHING MORE NEED BE SAID ABOUT HIM.

YES, REFEREE... I'M WATCHING.

IT SEEMS THAT SOMEBODY HAS MADE A PLAY FOR ONE OF MY RECRUITS BEFORE SHE HAS BEEN SIGNED. NOT EXACTLY CRICKET.

Oh, I ***WILL*** SIGN HER. AND I WILL FIND OUT WHO'S PLAYING DIRTY. REST ASSURED.

ELSEWHERE...

THAT SHOULD DO IT, ***Mr. HINES.*** WITH THAT SIGNATURE YOU ARE THE PROUD OWNER OF *WRXI*-SATELLITE TELEVISION STATION.

I WISH YOU WELL.

THANK YOU, GENTLE-MEN...

...FOR PROVIDING ME WITH THE ***KEY*** TO MY MASTER SCHEME.

ONCE MY CABLE NETWORK IS OPERATIONAL, I WILL ***RULE*** THE AIRWAVES...

...AND THE WORLD...AND ***SPIDER-MAN***... WILL LEARN THAT ***MYSTERIO*** IS THE GREATEST SHOWMAN OF ***ALL.***

LOWER MANHATTAN.

THERE, JUST PUT YOUR JOHN HANCOCK ANYWHERE AT THE BOTTOM OF THE LEASE THERE, HONEY.

AND IF THERE IS ***ANYTHING*** ELSE YOU WANT TO KNOW ABOUT THE BUILDING... YOU JUST COME ASK ***TILDE***, YOU HEAR?

I THINK I'LL BE FINE.

THEN I'LL BE LEAVING YOU ALONE THEN, SWEETIE.

SEE YOU AROUND THE BUILDIN'.

SHOOT! FORGOT TO GIVE HIM THE SECURITY KEY!

YEAH... LIKE THERE'S ANY SECURITY IN ***THIS*** NEIGHBOR-HOOD!

NICE... PRIVATE... RELATIVELY CLEAN AND...

...WHILE THE VIEW ISN'T MUCH...

...YOU CAN'T BEAT THE CONVENIENCE TO TRANSPORTATION.

NOW I'VE GOT TO GET TO THE HOSPITAL AND CHECK ON POISON AND HER SON.

HELLO?

BEN?

NOW HOW'D HE GET OUT OF HERE WITHOUT ME SEEING HIM?

A SHORT TIME LATER...

YOU LIED! YOU LIED TO ME!

I SAID HOLD HER DOWN!

GET MORE ORDERLIES IN HERE AND PREPARE THE SEDATIVE, FOR GOD'S SAKE!

YOU SAID HE WAS SAFE!

YOU SAID YOU'D PROTECT HIM!

KARLSON! YOU WERE THERE... WHAT HAPPENED TO THE BOY?!

SORRY, SPIDEY! POISON'S APPEARANCE TOOK PRECEDENCE OVER A SIMPLE HUMAN INTEREST STORY. I DIDN'T EVEN *KNOW* THEY WERE RELATED.

THE BOY NEVER MADE IT TO THE HOSPITAL. THE AMBULANCE IS TOTALED. HE'S *GONE*.

NOW BOTH OF YOU JUST *GET OUT!* YOU'RE MAKING IT WORSE!

YEAH... I AM.

ONE HOUR LATER..

EXCUSE ME... Ms. CARDINALE?

TRENTON LIPTON III... MAY I?

ALL OF US AT SCOTT ENTERPRISES DO HOPE YOUR UNFORTUNATE EXPERIENCE HAS NOT SOURED YOU ON NEW YORK.

THOUGH Mr. SCOTT DOES EXPECT YOU TO HONOR THE CONTRACT NEGOTIATIONS. IN RETURN WE PLEDGE OUR SUPPORT OF ALL OF YOUR HOSPITAL COSTS... AND OUR AID IN THE RECOVERY OF YOUR SON.

THE FINAL CONTRACT, THE RULES OF THE GAME AND A COSTUME ARE IN THE BOX.

A SPEEDY RECOVERY, MADAM.

TCHUNK

A FEW MINUTES LATER...

WHOA! IT LOOKS LIKE YOU'RE *MUCH* BETTER!

RRING

NO THANKS TO YOU.

NOW IF YOU'LL EXCUSE ME...

HELLO?

EL TORO NEGRO? WHERE IS MY --

YES.

ANYTHING. JUST DO NOT HURT HIM.

I'LL ***FIND*** IT.

POISON, WHERE DOES HE HAVE CARLOS? I'LL GO. I KNOW EL TORO.

HE CAN'T BE TRUSTED.

AND ***YOU*** CAN?

NEVER AGAIN!

I WILL GET MY SON BACK... JUST ***STAY AWAY!***

I CAN'T DO THAT.

I OWE IT TO THE BOY.

ON A NORMAL BUSINESS DAY, THIS WAREHOUSE SERVES AS AN IMPORT/ EXPORT CLEARINGHOUSE FOR ITEMS FROM AROUND THE WORLD.

PRETTY DULL STUFF.

BUT THIS IS NOT A NORMAL BUSINESS DAY.

AND THE EVENTS THAT ARE ABOUT TO TRANSPIRE...

...ARE GOING TO BE ANYTHING BUT DULL!

SCRUNCH

SHOW YOURSELF, EL TORO NEGRO!

I AM HERE!

AND I WANT MY SON!

MOMMY?

CARLOS? MOMMY'S HERE. DO NOT BE SCARED.

THIS IS TOUCHING.

A MOTHER AND A CHILD SO DESPERATE TO BE REUNITED.

WHO AM *I* TO DENY SUCH A THING?

MOMMY?!

NO!

NO... NO... NO. DO ***NOT*** TOUCH HIM. HE IS FINE AS LONG AS YOU STAY BACK...

BE BRAVE, CARLOS. MOMMY WILL GET YOU OUT OF THIS.

...AND AS LONG AS YOU DO NOT TRY TO MOVE AGAINST ME.

THIS IS WHAT IS CALLED A DEAD MAN'S SWITCH. IF ANYTHING HAPPENS TO ME... IF I LET GO OF THIS FOR ***ANY*** REASON...

...***BOOM!***

ADIOS, CARLOS! DO EXACTLY WHAT I SAY AND... AND I LET YOU BOTH LEAVE.

WHAT DO YOU WANT WITH ME?

YOU HAVE BEEN APPROACHED TO BE A PLAYER IN THE ***GREAT*** GAME BY Mr. SCOTT... EVEN AMONGST THE REST OF THE SPONSORS, HE IS A MAN OF INCREDIBLE RESOURCES.

YOU WILL PICK UP THE PHONE... IT WILL DIAL HIS PERSONAL LINE AUTOMATICALLY... AND YOU WILL INFORM HIM YOU WILL NOT PLAY FOR HIM.

THE CONTRACT HE OFFERS YOU SHOULD HAVE BEEN MINE. IT ***WILL*** BE MINE. FOR I DESERVE TO PLAY WITH THE BEST.

THEN YOU AND YOUR SON CAN GO BACK TO MIAMI. AND WHEN YOU ARE OUT OF THE WAY... I WILL PLAY FOR SCOTT.

Mr. SCOTT? THIS IS CECILIA CARDINALE. I HAVE DECIDED ***NOT*** TO ACCEPT YOUR OFFER.

NO. I WILL NOT CHANGE MY MIND.

GOOD-BYE.

CRUNCH

IT'S DONE. LET MY SON GO.

CRASH!

POISON! NO!

YOU *CAN'T* TRUST HIM! HE'S NOT GOING TO LET YOU WALK OUT OF HERE! I *KNOW* HIS KIND...

I HAVE NO CHOICE BUT TO TRUST HIM!

I DID AS YOU SAID... NOW LET HIM GO... PLEASE?

NOT JUST YET.

YOUR ALLOWING SPIDER-MAN TO FOLLOW YOU HERE HAS CHANGED THINGS.

BECAUSE OF ONE LIKE HIM, I WAS RECENTLY ARRESTED*, AND IT COST ME A GREAT DEAL IN BAIL MONEY.

*AFTER THE EVENTS IN AMAZING SCARLET SPIDER #2 AND GREEN GOBLIN #3 --Eric

SO, BEFORE I LET CARLOS GO...

...I WANT YOU TO KILL SPIDER-MAN.

AND, BY THE WAY, MY HAND IS BEGINNING TO PERSPIRE.

I'M TELLING YOU, YOU CAN'T TRUST HIM. TOGETHER WE CAN FIGURE OUT A WAY TO --

ENOUGH!

KRA

SUPER-STRONG...

...FAST...

...AND SHE'S REALLY P.O'ED AT ME!

Oh, YEAH... I'M BACK AND BATTING A THOUSAND!

ON THE *UPSIDE*, SHE'S KINDA CUTE!

FWOOM

I AM SORRY, SPIDER-MAN, BUT FOR CARLOS...

...I WOULD DO *ANYTHING!*

NO! MOMMY! PLEASE!

DON'T DO IT! HE SAVED ME FROM THE *FIRE!* HE SAVED MY LIFE!

DO NOT KILL HIM!

PLEASE.

YOU HAVE MADE YOUR CHOICE.

THE BOY DIES.

NO!

I AM SORRY, CARLOS... FOR WHAT YOU MUST SEE... BUT I HAVE NO CHOICE.

THE ALIEN LIFE FORM FROM WHOM I RECEIVED MY POWERS TRAVELLED FROM STAR TO STAR.

SHE INHABITED MY BODY FOR A SHORT TIME AND THEN LEFT FOR THE STARS ONCE MORE.

BUT SHE LEFT BEHIND A SMALL PART OF HER POWERS. POWER ENOUGH TO REMOVE ONE SUCH AS ***YOU*** FROM THE FACE OF THIS PLANET!

PREPARE YOURSELF, SPIDER-MAN.

PREPARE...

...TO BE REMOVED!

THE ENERGY THAT IS RELEASED FROM POISON'S BODY FILLS THE WAREHOUSE WITH A RADIANCE BEYOND THE KEN OF HUMAN BEINGS.

EL TORO NEGRO, CARLOS, AND EVEN POISON HERSELF MUST CLOSE THEIR EYES TIGHTLY AGAINST IT.

AND WHEN THEY REOPEN THEIR EYES...

...SPIDER-MAN IS GONE.

ONLY A SMOKING PILE OF ASH REMAINS WHERE HE ONCE STOOD.

I HAVE DONE WHAT YOU HAVE ASKED.

LET MY SON GO.

I WILL NOT MOVE AGAINST YOU... I SWEAR.

BESIDES... I COULD NOT SUMMON UP THAT MUCH POWER AGAIN. NOT WITHOUT CAUSING MY OWN DEATH.

GOOD. THAT MAKES THIS NEXT PART EASIER.

I CANNOT LET YOU LIVE. SOMEONE WOULD RECRUIT YOU... OR YOU WOULD HUNT ME DOWN... SEEKING REVENGE.

GOOD-BYE.

THWAP

THE SWITCH? I CANNOT LET GO!

THAT WAS THE GENERAL IDEA!

FOLLOWED UP BY A LITTLE OF...

...*THIS!*

NICE TRICK, TELEPORTING ME CLOSE TO HIM...

...BUT YOU COULD HAVE WARNED ME. ***OY!*** THE HEADACHE I'VE GOT!

BELIEVE ME... IT'S NOTHING COMPARED TO MY OWN.

TELE-PORTATION IS SOMETHING I WILL NEVER AGAIN TRY.

IF THERE IS ***ANYTHING*** I CAN DO TO HELP YOU GET SET UP IN NEW YORK?

YOU HAVE DONE SO MUCH ALREADY.

THE REST IS UP TO ***ME.***

"AND IF I CAN ONLY FOLLOW YOUR EXAMPLE...

"...I BELIEVE CARLOS AND I WILL DO QUITE WELL."

THE END

JAN • 3

MARVEL®
SPIDER-MAN
GROUP

NIGHTMARE IN SCARLET! 1 of 3

WEB OF SCARLET SPIDER™

APPROVED BY THE COMICS CODE AUTHORITY

THE FURY OF FIRESTAR!

CARLO T. KARAMOS
R.E. '95

STATEN ISLAND, MORNING...

ANYTHING?

SORRY, AGENT BRIGGS...

...NO BODIES, NO SALVAGEABLE TECH... NO NOTHING.

DOCTOR OCTOPUS OBVIOUSLY DIDN'T LEAVE ANY GOODIES FOR US IN HER OLD HQ.

GUESS WE MIGHT AS WELL LET THE COPS TAKE OVER AND START MOPPING UP--

NOT YET, STEWART. NOT UNTIL WE'VE COMBED EVERY SQUARE INCH OF THIS MESS.

THERE MAY STILL BE BODIES UNDER THE RUBBLE... POSSIBLY LIVE ONES.

AND I'M NOT ONE TO GIVE UP LOOKING FOR A DISAPPEARED PARTNER...

...BEFORE I ABSOLUTELY HAVE TO.

JOE DESERVES BETTER THAN THAT.

HEY, WHAT'S THAT? A PIECE OF RED FABRIC?

NO, WAIT... THAT'S A HAND!

IT MOVED!

GET THE MEDICS AND SOMETHING TO MOVE ALL THIS--

KROOOOM

--RUBBLE?

Stan Lee PRESENTS

HAPPY BIRTHDAY!

NIGHTMARE IN SCARLET PART ONE:

RUDE AWAKENING!

EVAN SKOLNICK - STORY
PARIS KAROUNOS - PENCILS
RANDY EMBERLIN - INKS
STEVE DUTRO - LETTERS
KEVIN TINSLEY - COLORS
MALIBU - COLOR SEPS
ERIC FEIN - EDITOR
BOB BUDIANSKY - CHIEF

THAT'S THAT SCARLET SPIDER CHARACTER!

WHAT THE HECK IS HE DOING HERE?!

GOT ME, MA'AM, BUT HE'S TROUBLE...

...WENT BAD A FEW DAYS AGO!*

*AS SEEN IN SCARLET SPIDER #2 AND SPECTACULAR SCARLET SPIDER #2. --ERIC

WATCH HIM--

TOO FAST--

CAN'T GET A BEAD--

THERE HE IS--ONE O'CLOCK!

NO--TEN O'CLOCK!

OVER THERE--SEVEN O'CLOCK!

ELEVEN O'CLOCK!

NINE O'CLOCK!

YOU'RE ALL WRONG, BOYS... AT THE TONE, THE CORRECT TIME WILL BE...

...HOWDY DOODY TIME!

AS IN, "HOWDY DO DAT?"

HEE HEE HEE HEE HEE!

STOP!

THWAPP

THWAPP

OH, I'M SORRY, OFFICER... I SWEAR I NEVER EVEN SAW THAT "STOP" SIGN...

FBI SPECIAL AGENT STEPHANIE BRIGGS, WEBHEAD... THIS IS SERIOUS BUSINESS.

WE LOST ONE OF OUR UNDER-COVER MEN IN THE COLLAPSE OF DOCTOR OCTOPUS'S HEADQUARTERS.

NAME WAS JOE WADE.

JOE WEIGHED?

OFFHAND, I'D SAY ABOUT 170, 180...

WE DON'T HAVE TIME FOR THIS...

...THOUGH HE WEIGHED A LOT MORE BEFORE JENNY CRAIG HELPED HIM OUT...

...KINDA LIKE YOU, HUH, STEPH?

HEE HEE HEE HEE HEEE!

WHA--HOW COULD YOU KNOW THAT--

♪ JOE'S NOT HEAVY... ♪ ♪...HE'S MY BROTHER... ♪

JUST A MILD GUESS.

THWIP

I'VE NEVER EVEN MET THAT CHARACTER BEFORE--HOW COULD HE HAVE KNOWN ABOUT MY OLD WEIGHT PROBLEM?

JUST WHAT IS GOING ON HERE?

MANHATTAN. THE FBI'S NEW YORK CITY OFFICES...

..SO STILL NO JOE BODY, BUT THIS SCARLET SPIDER CLOWN CRAWLS OUT OF THE WRECKAGE...

YES, SIR. AND THE RED MAN USED LANGUAGE WITH ME WHICH INDICATED HE MIGHT HAVE... TALKED WITH JOE AT SOME POINT.

WONDERFUL. THEY TORTURED HIM AND GOT RID OF THE BODY.

:SIGH:

THIS IS RAPIDLY GETTING INTO GYRICH'S JURISDICTION... BUT NOT IF WE DON'T LET IT.

SIR?

LET'S TRY TO PLAY DOWN ALL THIS SUPER-GUY STUFF.

LAST WE HEARD FROM WADE, HE WAS INVESTIGATING SOME KIND OF SOLID-HOLOGRAPHIC TECHNOLOGY OCK WAS PLAYING AROUND WITH, RIGHT?

FORGET ABOUT THE SCARLET SPIDER, BRIGGS. FOCUS ON THE TECH THAT MIGHT BE RECOVERED. IF IT EXISTS, IT BELONGS IN THE HANDS OF THE FBI.

THAT'LL BE ALL.

YES, SIR.

BUT YOU'LL FORGIVE ME IF I ALSO CONTINUE THE SEARCH FOR MY PARTNER.

OF COURSE, STEPHANIE...

KCHUD

...IN FACT, I SUSPECT YOU MAY HAVE ALREADY FOUND HIM.

11:43 A.M.

♪ I WANT TO ♫ WAKE UP! ♫

EMPIRE STATE BUILDING X

YEEEP!

MANUEL!

♪ ...IN THE CITY... THAT NEVER SLEEEEPS ♫

EMPIRE STATE

MARA! GET HELLLP!

♪ ...TO FIND I'M KING OF THE HILL... ♫

AAAA!

♪ ...TOP OF THE HEAP! ♫

ENJOY THE VIEW, AMIGO!

HEEEEE HEE HEE HEE HEE!

THWIP

3:12 P.M.

YOU BLASTED MENACE!

I NEVER TRUSTED YOU "HEROES"!

TWO WORDS, BUDDY...

..."BITE" AND "ME."

6:29 P.M.

=tsk tsk=

THESE DAYS, EVERYONE'S AIRING THEIR DIRTY LAUNDRY IN PUBLIC...

...EVEN MAJOR METROPOLITAN BRIDGES!

AIEE!

HELLP! SOMEBODY HELP US!

AAAAA!

10:54 P.M.

SCARLET MAN, SCARLET MAN...

♪...DOES♪ WHATEVER A... UH...

...SCARLET CAN?

WE GOT 'IM!

poom

poom

WATCH THE CROSSFIRE--

HUNFF!

THUPP

HOLY-- YOU OKAY, SAM?

Y-YEAH... THANK GOD... F-FOR MY VEST...

1:26 A.M.

WHOAAA!

SOUP'S ON!

GOT TO... GET TO GROUND...

UHRRK

HNNH HNNNH HUNNH

UNHH... WEIRD... DREAM...

...NO...NOT A DREAM...

...A NIGHTMARE.

CAN'T BE HAPPENING CAN'T BE...

...WAS BAD ENOUGH... BEING FORCED BY DOC OCK TO RUN SCARLET SPIDER BY REMOTE CONTROL...

...THIS IS... TOO MUCH!

GET HOME... THINK THIS THROUGH...

SALE

SPARE KEY... RIGHT WHERE I LEFT IT...

...FIRST LUCKY BREAK... I'VE HAD IN A LONG TIME.

MAIL'S STACKED UP... IT'LL WAIT...

WADE

...HAVE TO CALL IN...

...MUST THINK I'M DEAD...

...STEPH'LL BE WORRIED...

...JUSS... CALL...

...INNNN

ZZZZZZZZ

THE NEXT MORNING, HIGH OVER THE EAST SIDE HEADQUARTERS OF THE YOUNG HEROES KNOWN AS THE NEW WARRIORS...

--REALLY DON'T WANT TO HEAR ANY MORE DISCUSSION ABOUT IT, ANGEL.

WE'RE NOT WAITING AROUND ANYMORE FOR THE SCARLET SPIDER TO COME BY AND EXPLAIN HIS RECENT CRIME SPREE.

YOU SAW THE NEWS REPORTS LINKING HIM TO THE WARRIORS... HE'S BESMIRCHING OUR NAME, NOW, IN ADDITION TO HIS OWN.

IT'S TIME TO TRACK HIM DOWN AND FIND OUT JUST WHAT'S GOING ON.

JUSTICE

BUT IT'S GOT TO BE SOME KIND OF IMPOSTOR, OR MIND-CONTROL, OR SOMETHING, VANCE!

SCARLET WOULD NEVER--

FIRESTAR

WELL, SOMEONE'S OUT THERE DOING ALL THIS...

...AND WHOEVER IT IS NEEDS TO HAVE A LITTLE CHAT WITH THE NEW WARRIORS!

POWERHOUSE

NOW, HERE'S HOW WE'LL SPLIT UP TO COVER THE MOST TERRITORY..

TURBO

--RED-GARBED SUPERHUMAN CALLING HIMSELF THE SCARLET SPIDER, MOST RECENTLY SEEN IN THE COMPANY OF THE NEW WARRIORS, CONTINUED HIS RAMPAGE OF VIOLENCE AND MAYHEM YESTERDAY--

OH, MAN...

--THOUGH NO ONE WAS REPORTEDLY INJURED DURING THE SPIDER'S SPREE, A POLICE OFFICER WAS INADVERTENTLY SHOT BY ANOTHER OFFICER AND SAVED ONLY BY HIS BULLETPROOF VEST--

--WHILE SCORES OF OTHER NEW YORKERS WERE TERRIFIED AND TRAUMATIZED BY THE CHAOTIC ANTICS OF THE SPIDER-MAN-LIKE FIGURE, WHO UNTIL RECENTLY WAS CONSIDERED SOMETHING OF A LOCAL HERO--

GOT TO CALL IN-- NO MATTER HOW SCARED I AM.

GOD KNOWS WHAT THE FBI WILL DO WITH ME ONCE I TELL THEM I'VE BECOME SOME KIND OF HIGH-TECH JEKYLL AND HYDE...

...BUT IT'S NOT LIKE I HAVE MUCH OF A CHOICE.

I CAN'T HANDLE THIS ALONE.

ARRGH!

MY--MY HAND!

WHAT'S HAPPENING TO ME?!

WHO... WHO CAN HELP ME?

1-212-521-60

EASA-PHONE

"BRIGGS."

"STEPHANIE?"

"YEAH... WHO IS THIS?"

"IT'S JOE, STEPH. I'M ALIVE. AND I NEED YOUR HELP."

"I... I CANT TALK RIGHT NOW. WHERE, UH, CAN WE MEET?"

"REMEMBER THAT ARCH IN CENTRAL PARK, WHERE WE NAILED GINELLI AND HIS BOYS? THERE..."

JOE? IS THAT YOU?

IT'S ME, STEPH...

...OR WHAT'S LEFT OF ME ANYWAY.

MY GOD--! LET ME HELP YOU--

NO! STAY BACK...

...DON'T KNOW WHAT I'VE GOT, BUT IT MAY BE SOMEHOW CONTAGIOUS...

WE HADN'T HEARD FROM YOU FOR SO LONG, THEN DOC OCK'S HEAD-QUARTERS BLEW UP... WE THOUGHT YOU WERE DEAD, JOE.

WHAT HAPPENED TO YOU?

KAFF KAFF

YOU WANT THE ABRIDGED VERSION?

THAT'S-- UNHHH-- PROBABLY ALL I'VE GOT TIME FOR...

" I STOPPED REPORTING IN, STEPH, BECAUSE I WAS DISCOVERED TO BE A SPY. OCTOPUS CAUGHT ME POKING AROUND HER HOLOGRAM-PROJECTION TOYS.

" RATHER THAN KILL ME, THOUGH, SHE THOUGHT IT WOULD BE FUNNY TO STRAP ME INTO THE MACHINE AND FORCE ME TO RUN THE SCARLET SPIDER PROJECTION. *

" DON'T ASK ME HOW IT HAPPENED, BUT WHEN OCK'S HQ BLEW, I MUST'VE BEEN INFECTED WITH THE NANO-TECH MACHINES THAT HAD COMPOSED THE REMOTE-CONTROL SCARLET SPIDER."

*AS SEEN IN SCARLET SPIDER #2. -- ERIC

THAT'S WHAT I REALIZED WHEN I WOKE UP THIS MORNING... THE SCARLET SPIDER HOLOGRAM IS "LIVING" INSIDE ME SOMEHOW--ALONG WITH ITS ORIGINAL PROGRAMMING!

THE MANIAC WHO'S BEEN TURNING THE CITY UPSIDE-DOWN LATELY... IT'S ME, STEPH.

I'M TURNING MYSELF IN TO YOUR CUSTODY.

WAIT A MINUTE--

YOUR WRISTS!

THE PAIN BUILDS INSIDE ME, UNTIL I CAN'T TAKE IT ANYMORE... AND THEN HE COMES OUT.

I CAN'T STOP HIM. AND ONCE HE'S THERE, I CAN'T CONTROL HIM.

ALL I ASK IS THAT YOU STAY CLOSE TO ME ONCE STONE AND HIS BOYS'VE GOT THEIR HANDS ON ME.

I DON'T WANT TO END UP AS AN FBI LAB RAT.

JOE, I CAN'T JUST--

AHRK!

IT'S-AIGHH-- HAPPENING AGAIN, STEPH!

JOE-- WAIT!

GOT TO GET AWAY-- UNNH-- BEFORE I HURT YOU!

PAIN'S-- ARRGK--TOO MUCH--CAN'T STOP IT!

PLEASE, STEPH--HELP ME!

FORCE THE PAIN DOWN--

--NNNGG-- FORCE IT-- URNHH--

NOOO!

AHHH, DON'T BE SUCH A BABY!

NO PAIN, NO GAIN, RIGHT?

LOOK AT THIS... ANOTHER PERFECT DAY IN THE BIG CITY.

NOW, WHERE WAS I...?

HALF AN HOUR LATER, HIGH OVER THE AFOREMENTIONED "BIG CITY," AS FIRESTAR PATROLS HER ASSIGNED QUADRANT...

THIS IS *RIDICULOUS*... THERE'S *WAY* TOO MUCH GROUND TO COVER. WE'RE *NEVER* GOING TO FIND THE SCARLET SPIDER THIS WAY.

'COURSE, IF *ANY* OF US *ARE* GOING TO FIND HIM, I HOPE IT'S *ME*.

I THINK I'M MORE LIKELY TO GIVE SCARLET THE BENEFIT OF THE *DOUBT* THAN A CERTAIN *JEALOUS BOYFRIEND* I KNOW.

STILL, WHAT *DO YOU EXPECT*, ANGEL?

VANCE IS *NERVOUS ENOUGH* ABOUT BEING THE NEW *LEADER* OF THE WARRIORS, WITHOUT *YOU SPONTANEOUSLY* INVITING *MYSTERIOUS* MEN IN SKIN-TIGHT SPANDEX ONTO THE *TEAM*...*

...*ESPECIALLY* MYSTERIOUS MEN WHO'RE ALWAYS *STARING* AT YOU.

WISH I *COULD'VE* SEEN WHAT WAS *GOING ON* BEHIND SCARLET'S *MASK* JUST *ONCE*--

*IT HAPPENED IN *NEW WARRIORS* #62.--ERIC

WHA--IS THAT A *FIRE* ON THE GEORGE WASHINGTON BRIDGE?

BETTER CHECK IT OUT...

THIS'LL TEACH YOU IGNORANT COMMUTERS TO TAKE YOUR DAILY IRON SUPPLEMENTS...

...NOW OPEN WIDE!

SCARLET?!

SLOW SPEED

REAR AVE EXIT

WHAT ARE YOU DOING?

NOW THAT'S WHAT I CALL SERVICE!

IT COULDN'T'VE BEEN MORE THAN TEN MINUTES AGO THAT I CALLED DOMINO'S FOR A BABE TO BE DELIVERED...

...AND HERE SHE IS, STEAMING HOT!

BY THE WAY, DID I MENTION I HAVE A TWO-FOR-ONE COUPON?

I--WHAT?

DID YOU JUST SAY--

COUPON? YEAH, I TOLD THE LADY WHEN I ORDERED THAT I HAD ONE--

OKAY...

YOU--YOU'RE GOING TO SHOW ME--?

"A GOOD TIME"? YOU KNOW IT, BABE...

...BUT FIRST YOU GET THE TONGUE!

RRMFF!

WHAT ARE YOU TALKING ABOUT? HAVE YOU GONE COMPLETELY NUTS?

WHAT THE HECK'S WRONG WITH YOU?

YOU REALLY WANNA KNOW?

SHRAK

GET OFF!

NOT YET, BUT GIVE ME A MINUTE...

HEE HEE HEE HEE HEE!

HEY, DON'T KNOCK IT TILL YOU'VE TRIED IT, BABY!

ONCE YOU'VE HAD SILVER, YOU NEVER GO BACK!

FSSSS

YOU'RE DISGUSTING! YOU'RE--

--METAL?

I DON'T KNOW WHAT YOU ARE...

...BUT YOU'RE NOT THE SCARLET SPIDER I KNEW!

TEKKADA

SO GIVE ME A SECOND TO CALL IN THE REST OF THE WARRIORS...

WARRRRIORS... COME OUT AND PLAAA-HAAAY...

...SO WE CAN ALL BASK IN YOUR SCINTILLATING WIT.

MEANTIME, BUDDY, YOU AND I ARE GOING TO HAVE A LITTLE TALK!

OKAY-- I THINK I CAN TALK AND WRECK THE BRIDGE AT THE SAME TIME...

YUP! I SURE CAN!

WHO ARE YOU?

WHY ARE YOU PRETENDING TO BE THE SCARLET SPIDER?

AND WHAT HAVE YOU DONE WITH HIM?

SORRY, PLEASE PHRASE YOUR QUESTIONS IN THE FORM OF AN ANSWER...

THWIP

SHAKK

EVERY ONE OF SCARLET'S POWERS-- DUPLICATED EXACTLY!

HOW? WHY?

THWUFF

YEESH! WHAT'D THAT GIRDER EVER DO TO YOU?

REUNCH

SHRAK

NOTHING, "SCARLET"...

...JUST HELPING ME SET YOU UP!

YOU'RE SETTING ME UP? REALLY?

WHO IS SHE? IS SHE CUTE? WHAT'S SHE LIKE? IS SHE EASY? WHEN CAN I MEET HER?

KEEP BABBLING, IMPOSTOR!

NOW THAT YOU'RE HANGING OUT OVER THE WATER, WITH NO BYSTANDERS IN MY LINE OF FIRE...

...I CAN CUT LOOSE ON YOU WITH A MICROWAVE PULSE SO WIDE EVEN YOU CAN'T DODGE IT!

SHAKKT

FFFSSSSS

ALMOST LOOKED LIKE HIS COSTUME GOT VAPORIZED, OR SLOUGHED OFF SOMEHOW--

WHAT THE--?!

WHAT'S WITH THE COLORED SMOKE? WHAT DID I DO TO HIM?

AAAAAA!

OWEEEEEEEEE

SOME KIND OF FORCE BEAMS--

--KNOCKED WIND OUT OF ME--

--CAN'T BREATHE--

--WHAT-- IS HE--?

AHHH! WHAT AN *INCREDIBLE* LEARNING EXPERIENCE, *EH*, CLASS? NOW WE ALL KNOW WHAT *MICRO-WAYED SPIDER* SMELLS LIKE!

FOR OUR *NEXT LESSON*, WE'LL BE EXPERIENCING THE UNMISTAKABLE AROMA...

...OF CHAR-BROILED TEENAGER!

AIN'T SCIENCE WONDERFUL?

CONTINUED IN
NEW WARRIORS #67
THEN BACK HERE FOR THE FANTASTIC FINALE GUEST-STARRING *SPIDER-MAN* AND THE NEW WARRIORS! *DON'T MISS IT!*

JAN • 67

MARVEL® SPIDER-MAN GROUP

APPROVED BY THE COMICS CODE AUTHORITY

NIGHTMARE IN SCARLET! 2 of 3

NEW WARRIORS

ZIRCHER & PEPOY '95

JUSTICE — TELEKINETIC FURY! FIRESTAR — MUTANT MISTRESS OF MICROWAVES! SPEEDBALL — BOUNCING BUNDLE OF ENERGY! TURBO — THE HUMAN TORPEDO! POWERHOUSE — THE MODULAR SUPER HERO! SCARLET SPIDER — WEB-SLINGING WONDER! SIX YOUNG HEROES WITH THE COURAGE TO CHANGE THE WORLD — AND THE POWER TO BACK IT UP! STAN LEE PRESENTS. . .THE NEW WARRIORS

CALL IT MUTUAL ADMIRATION.

CALL IT FLIRTING.

GO AHEAD...CALL IT A CRUSH.

EVER SINCE THE SCARLET SPIDER AND FIRESTAR FIRST MET, IT'S BEEN SOMETHING SPECIAL.

SHE REMINDS BEN REILLY OF A WOMAN HE LOST LONG AGO--YOUNG, FRESH, FULL OF LIFE.

HE REMINDS ANGELICA JONES OF HER FIRST TRUE LOVE, WHO DIED TO SAVE HER--MATURE, STRONG, PATERNALLY PROTECTIVE.

AND THREE MINUTES AGO, HERE ON NEW YORK CITY'S GEORGE WASHINGTON BRIDGE, THIS MANIACAL IMPOSTOR USED FIRESTAR'S OWN INNOCENT ATTRACTION AGAINST HER...

...TO DEVASTATING EFFECT!

NIGHTMARE IN SCARLET - PART TWO

THE EVIL AMONG US

SHE CANNA' TAKE ANY MORE O' THIS, CAP'N!

LOCK PHASERS ON TARGET, MR. SULU!

FIRE!

DWEEEE

NO!!

THWAMM

VANCE!

EVAN SKOLNICK • writer
PATRICK ZIRCHER • penciler
ANDREW PEPOY • inker
JOHN COSTANZA • letterer
JOE ROSAS • colorist
MALIBU • computer color
TOM BREVOORT • editor
BOB BUDIANSKY • chief

SWEET-HEART--ARE YOU OKAY?

I AM NOW... THANKS.

THAT'S HIM, ISN'T IT?

THE SCARLET SPIDER!

I... I DON'T KNOW...

IT IS!

I CAN'T BELIEVE YOU EVER INVITED THIS PSYCHO TO JOIN THE WARRIORS!

HE NEVER EVEN TOLD US HIS NAME, FOR GOD'S SAKE...

AHH, WHAT'S IN A NAME, RIGHT?

A SUPER HERO, BY ANY OTHER NAME...

...WOULD STILL SMELL LIKE $#*%!

WHAT HAPPENED, ANGEL? WHAT IS HE?

HEE HEE HEE HEE HEE!

I DON'T *KNOW!* HE LOOKED AND TALKED LIKE *SCARLET* AT *FIRST*, BUT THEN HE... *UH*... I HIT HIM WITH A *MICRO-WAVE PULSE*, AND HE TURNED INTO...*THAT!* *

NO *WONDER* HE WOULDN'T TAKE OFF HIS *MASK*...HE'S A *ROBOT* OR SOMETHING!

I CAN'T BELIEVE WE TOOK THIS...*THING*...INTO OUR *HEADQUARTERS*...TOLD HIM WHO WE *ARE*...RISKED *EVERYTHING*..BECAUSE *YOU* HAD A "*GOOD FEELING*" ABOUT HIM!

THAT'S NOT *FAIR!* WE *BOTH* KNOW THIS *CAN'T* BE THE SAME MAN WHO'S BEEN OUR *TEAMMATE!* SOMETHING'S *CHANGED* HIM--

"*SCARLET*"... THIS IS *JUSTICE!* WE NEED SOME *ANSWERS!* CAN YOU *HEAR* ME?

WELL, NOW *HE'S* CHANGED THE REPUTATION OF THE *WARRIORS*, ANGEL! *EVERYONE* KNOWS HE'S ONE OF *US!*

LOOK AT HIM-- HE'S *STILL* CHANGING!

* *AS SEEN IN WEB OF SCARLET SPIDER #3!* --TOM

SUUURE...

NOW, CAN YOU HEAR THIS?

SOME KIND OF SONIC BLAST-- CRASHING THROUGH MY SHIELDS--

AAARGH!

IT'S BEEN FUN, KIDS!

WE'LL HAVE TO DO IT AGAIN SOMETIME!

KTCNT

KLUMMMMM

THE BRIDGE-- IT'S COMING DOWN!

WTIIIKH

RUNHHH

ROUNNHHH

I'LL TRY TO WELD SOME OF THE GIRDERS BACK IN PLACE!

CAN'T HOLD EVERYTHING AT ONCE--

OH MY GOD! THAT BUS--!

ENGLEWOOD

TOO MUCH TO CONTROL-- IT'S TOO MUCH!

HEY, YOU GUYS STARTED THE PARTY WITHOUT US!

I DON'T SUPPOSE YOU LEFT US ANY PUNCH...

OR ANYBODY TO PUNCH...?

THANK GOD YOU'RE HERE!

POWERHOUSE-- YOU STAY HERE AND HELP US SECURE THE BRIDGE!

TURBO-- A METALLIC VERSION OF THE SCARLET SPIDER JUST HEADED FOR MANHATTAN! TRACK HIM DOWN!

A METALLIC VERSION OF THE--?

"SCARLET SPIDER, YES.' NOW MOVE!"

YES, SIR.

GOOD TO KNOW WHAT I'M LOOKING FOR MR. JUSTICE, SIR.

MAN... I'M STARTING TO WONDER WHY I EVER AGREED TO GO FULL-TIME WITH THE WARRIORS.

EVERY TIME I START TO CATCH UP WITH MY CLASSES, THAT STUPID COMM-BADGE GOES OFF AGAIN...

... AND IT'S NOT LIKE I HAVE THIS BURNING DESIRE TO BE A SUPER HERO, LIKE MIKE DOES.

INSTEAD OF CHASING THE VILLAIN-OF-THE-WEEK, I COULD BE USING THE TORPEDO SUIT TO EXPLORE THE WORLD, LIKE I ORIGINALLY MEANT TO.

JUST WHY ARE YOU DOING THIS, ANYWAY, MICKEY MUSASHI?

THE UPPER WEST SIDE...

... AS THE "METALLIC VERSION OF THE SCARLET SPIDER" ABRUPTLY DROPS INTO A DARK ALLEY...

... AND JUST AS ABRUPTLY BECOMES...

HUNNH HUNH HUNH

...NOTICEABLY LESS METALLIC.

UNNHH... NOT AGAIN...

...GOT TO... GET HOME... TRY TO REMEMBER...

GREAT... NO SILVER OR SCARLET SPIDERS ANYWHERE IN SIGHT, JUST LIKE I FIGURED.

ALEX COULD'VE CAUGHT THAT BUS BY HIMSELF...

...WHICH MEANS I COULD'VE SPENT TODAY STUDYING MY SPANISH...

...IN SPAIN.

SIGH

...HOME...

MEANWHILE, AT THE UPPER WEST SIDE'S "DAILY GRIND" COFFEE BAR...

...OF LATE, PLACE OF EMPLOYMENT FOR A CERTAIN BEN REILLY...

...WHO IS SECRETLY THE NEW SPIDER-MAN...

...AND WHO WAS SECRETLY THE SCARLET SPIDER!

SHIRLEY, I REALLY NEED TO TAKE, UH, AN EARLY LUNCH HOUR TODAY.

OKAY IF I SPLIT?

EARLY "LUNCH" HOUR?! IT'S TEN-THIRTY IN THE MORNING!

THANKS-- BE BACK AS SOON AS I CAN...

REILLY! DID ANY OF THOSE WORDS SOUND LIKE "YES"?

FRIGGIN' UNGRATEFUL PIECE 'A TRASH GIVE 'EM A JOB AND THEY SCREW YOU FIRST CHANCE THEY GET GONNA DOCK HIM FOR THIS ONE

THAT DOESN'T SOUND GOOD...

BUT I'VE BEEN HOPING TO TRACK DOWN THAT NEW SCARLET SPIDER IMPOSTOR FOR DAYS, AND IT SOUNDS LIKE THE WARRIORS FOUND HIM FOR ME!

THERE'S FIRESTAR'S EMERGENCY SIGNAL... GOOD. IT'S NEARBY.

BUT WHAT AM I GOING TO SAY TO WARRIORS WHEN I SEE THEM? WILL THEY REALIZE I USED TO BE THE SCARLET SPIDER ...THEIR TEAM-MATE?

I KNOW, I'LL JUST TELL THEM THE TRUTH.

"GUYS, I KNOW I NEVER TOLD YOU WHO I REALLY AM, SO HERE IT IS... I'M PETER PARKER, BUT I THOUGHT I WAS A CLONE SO I CALLED MYSELF BEN REILLY, AND I DYED MY HAIR BLOND AND STARTED A NEW LIFE AFTER MY CLONE GAVE UP BEING SPIDER-MAN--"

YEAH, RIGHT. THEY'RE BETTER OFF BEING LEFT IN THE DARK...

FBI HEADQUARTERS, NEW YORK CITY...

...AS OPERATIONS SUPERVISOR NELSON STONE ADDRESSES THE TROOPS...

--CAN'T KEEP YOU IN THE *DARK* ANYMORE ABOUT THIS, SO LISTEN *UP*, PEOPLE--

I'VE BECOME INCREASINGLY *CONVINCED* THAT SPECIAL AGENT *JOE WADE* DID *NOT DIE* IN THE DESTRUCTION OF DOCTOR OCTOPUS'S HEADQUARTERS.*

WE STILL CAN'T FIND HIS *BODY*, AND WE *KNOW* THAT THE DOC OCKS--BOTH THE ORIGINAL *MALE* AND THE NEW *FEMALE*--WERE PLAYING AROUND WITH SOME *HIGH-TECH MATERIALS* THAT COULD POSSIBLY HAVE *TRANSFORMED* WADE SOMEHOW.

SINCE WE'VE BEEN UNABLE TO *RECOVER* ANY OF THAT TECHNOLOGY, I WANT TO SWITCH THE FOCUS OF OUR SEARCH BACK TO *WADE HIMSELF*...

WADE

WHAT CAUSED SUCH A SUDDEN *CHANGE* IN STONE'S *ATTITUDE* ABOUT ALL THIS?

*IN SPECTACULAR SCARLET SPIDER #2. --TOM

LAST TIME WE TALKED, HE TOLD ME TO *FORGET* JOE AND THE SCARLET SPIDER, AND CONCENTRATE ON RECOVERING THE *TECH!**

THAT WAS BEFORE *JOE* HIMSELF SECRETLY *CONTACTED* ME... AND *TOLD* ME HE'S BECOME THE *SCARLET SPIDER!*

NOW ALL OF A SUDDEN *STONE'S* CONVINCED THAT JOE'S STILL *ALIVE*...

...SO I WANT HIM *TRACKED DOWN* AND BROUGHT IN *ALIVE.*

BENOIT, *YOU'LL* HANDLE ROUND-THE-CLOCK *SURVEILLANCE* ON WADE'S *HOME*...

...IT JUST DOESN'T MAKE *SENSE*... UNLESS STONE'S BEEN LOOKING INTO MY *PERSONAL* FILES!

*IN WEB OF SCARLET SPIDER #3! --TOM

LATER...

HEY, STEVE, YOU MIND IF I HANDLE THE STAKEOUT ON JOE'S HOUSE?

HE WAS MY PARTNER, AFTER ALL.

SURE, WHY NOT?

I STILL CAN'T SEE THE POINT OF STAKING OUT THE HOUSE...

"...OF A DEADMAN..."

UNNH... ALMOST THERE... GET SOME... REST...

...STEPH...?

JOE!

...HNNNHH...

MY GOD-- IT'S GETTING WORSE, ISN'T IT?

JOE--UNNFF-- CAN'T SLEEP YET, BABE--JOE--

WE NEED TO FIGURE THIS OUT...

...SO TIRED...

JUST NEED... SOME *REST*...

JOE, WE *HAVE* TO TALK-- *NOW!*

STONE MUST'VE READ MY *PERSONAL REPORTS*... MAYBE EVEN HAD ME *FOLLOWED!*

HE'S GOT EVERYONE *LOOKING* FOR YOU--

YOU'LL... KEEP HIM... OFF MY BACK... *WON'T* YOU... STEPH?

JUST... LONG ENOUGH... TO CATCH SOME... Z'S...

THE *EXERTION* THE SCARLET SPIDER PERSONA PUTS ON JOE'S BODY MUST BE *UNBELIEVABLE.*

HE'LL BE LUCKY IF IT DOESN'T *BURST* HIS *HEART* OR SOMETHING.

NOW WHAT? MY *DUTY* SHOULD BE TO TAKE HIM INTO *CUSTODY*...

...BUT *NOW* I KNOW THAT JOE'S FEARS WERE *TRUE*. STONE WANTS TO STUDY THE *NANOTECH* THAT'S INFECTED HIS BODY... HE WANTS TO MAKE JOE A HUMAN *GUINEA PIG!*

OH, JOE... WHAT SHOULD I *DO*?

LESS THAN A MILE AWAY...

ONE WAY TO FIND OUT... NOW, REMEMBER, REILLY-- YOU'RE NOT THE SCARLET SPIDER... YOU'RE--

SPIDER-MAN!

GOOD TO SEE YOU AGAIN... UNDER BETTER CIRCUMSTANCES THIS TIME, I HOPE?*

UHH... OH, THAT. YEAH, I'M FINE NOW, THANKS.

BUT AREN'T YOU GUYS MISSING A CERTAIN BOUNCING BUNDLE OF ENERGY?

YOU MEAN SPAZBALL? HE WASN'T IN TOWN WHEN THE CALL CAME.

*The Warriors think they last saw Spider-Man in the "TIME BOMB" storyline! --TOM

WHEW-- WHAT A MESS!

LOOKS LIKE IT'S BEEN OVER FOR A WHILE NOW... THE WARRIORS ARE JUST HOLDING THE BRIDGE TOGETHER LONG ENOUGH FOR THE DAMAGE CONTROL WORKERS TO STABILIZE IT.

EVERYONE'S HERE EXCEPT SPEEDBALL... GEEZ, I HOPE HE'S OKAY! COULD TIMESLIP'S FUTURE-VISION OF HIS DEATH HAVE ALREADY COME TRUE--?*

OH, GOOD-- I MEAN, UH, I'M GLAD HE WASN'T HURT OR ANYTHING.

I HEARD ON THE, UH, RADIO THAT THAT SCARLET SPIDER CHARACTER WAS MAKING A MESSY-POO ON THE GWB, AND SO I FIGURED THE REST OF YOU WARRIORS MIGHT BE HERE, TOO--

*As seen and mentioned for the past eight issues or so... Where've you been? --TOM

SCARLET'S *NOT* A WARRIOR ANYMORE, SPIDER-MAN.

ANYWAY, YOU'RE *TOO LATE* TO HELP... IF YOU HAD BEEN HERE *TEN MINUTES* AGO, WE MIGHT'VE BEEN ABLE TO KEEP HIM FROM *ESCAPING.*

WE DON'T KNOW. FIRESTAR *BURNED* IT OFF OF SCARLET'S *SKIN*, REVEALING A *METALLIC BODY* UNDERNEATH.

WE WERE JUST ABOUT TO HEAD BACK TO OUR *HEADQUARTERS* TO *ANALYZE* THIS SAMPLE, AND POSSIBLY USE IT TO *TRACK HIM DOWN* SOMEHOW--

OH.

SO... WHAT'S THAT *STUFF* YOU'VE GOT THERE?

WOULD YOU LIKE TO *JOIN* US?

ANGEL-- NOT *AGAIN*--!

WE COULD SHARE *INFORMATION*... POOL OUR *RESOURCES*...

OKAY, BUT I CAN'T STAY THERE *LONG.*

I'VE GOT TO BE BACK TO THE *UPPER WEST SIDE* IN AN *HOUR* OR SO--

HOW DO YOU KNOW OUR HEADQUARTERS ISN'T *ON* THE UPPER WEST SIDE?

ER... GOOD *POINT.*

WHERE *IS* IT?

DOWNTOWN...

...IN ONE OF NEW YORK CITY'S MOST SPECTACULAR ENTRY POINTS...

OOOOKAY, NIELS, JUST TAAAAKE IT EEEEASY..

...NO MORE TRAIN, NO MORE KITTY CARRIER, EVERYTHING'S COOL NOW, SEE?

HEY, ROBBIE! WHO'S YOUR FRIEND?

HUNH? OH, NOT YOU--!

JUST A FEW THOUSAND BUSTLING NEW YORKERS, OKAY? NOTHING TO GET EXCITED ABOUT...

...NOTHING WORTH ACTIVATING YOUR KINETIC FIELD AND BLOWING BOTH OUR COVERS IN THE MIDDLE OF GRAND CENTRAL STATION, RIGHT?

THAAAAAT'S A GOOD BOY... NOW WE'LL JUST FIND A NICE QUIET SPOT SO I CAN CALL THE WARRIORS AND FIND OUT WHAT'S GOING ON--

GEE, THANKS.

I KNOW WE'RE NOT EXACTLY BEST BUDS, BUT YOU COULD AT LEAST MASTER THE ART OF SOCIAL LYING.

ANYWAY, SINCE YOU DIDN'T ANSWER YOUR COMM-BADGE SIGNAL, THE WARRIORS THOUGHT YOU MIGHT'VE STILL BEEN IN SPRINGDALE OR IN TRANSIT WHEN IT WENT OFF...

...SO I VOLUNTEERED TO MEET YOU HERE AND LET YOU KNOW THE EMERGENCY'S OVER. EVERYONE'S FINE.

IS THAT IT?

WELL, YEAH, I MEAN, WHAT WERE YOU--

NO PORTENTS OF IMMINENT DOOM, NO TERRIFYING "FUTURE-" VISIONS...

...NOT EVEN A VAGUE WARNING ABOUT A ONE-ARMED MAN?

DON'T LOOK NOW, BABE, BUT I THINK YOU'RE SLIPPIN'...

WHOA--!

OKAY, ROBBIE...YOU'VE GOT A POINT.

BESIDES THE ONE ON YOUR HEAD, THAT IS.

I KNOW I'VE NEVER HAD ANYTHING TO SAY TO YOU EXCEPT "YOU'RE GONNA DIE."

AND I'M SORRY THAT'S HOW WE MET. I'D LIKE TO THINK I COULD BE MORE TO YOU THAN "THAT CRAZY &@#$% WITH THE SCARY DREAMS", YOU KNOW?

OKAY, RINA, I GUESS I OWE YOU THE CHANCE.

WANT TO COME BACK TO MY PLACE?

ROBBIE!

I DIDN'T MEAN--

HENH HENH. NEITHER DID I.

MY MOM'S GOING TO BE ON A LOCAL NOON-TIME NEWS SHOW TO PROMOTE THE SOAP OPERA SHE ACTS ON, AND SHE SAID SHE WAS GONNA TRY TO SNEAK MY NAME IN.

I WAS HOPING TO GET HOME IN TIME TO CATCH IT. WANT TO JOIN ME?

WELLLL... OKAY, BUT DON'T TRY ANYTHING FUNNY.

TO START WITH, YOU'RE WAY TOO YOUNG FOR ME.

"TOO YOUNG"? YOU WOUND ME, PRINCESS. I'M MORE EXPERI-ENCED THAN YOU PROB--

I'M SURE YOU ARE, STUD-MUFFIN. BUT I PROMISE YOU, NO MATTER HOW FAST YOUR "MOVES" MIGHT BE...

...I'LL BE FASTER.

WHOA. UM...GEEZ.

MROWW

HUNH? OH...THE MESS.

YEAH, I GUESS MOM AND I'VE *BOTH* HAD OTHER THINGS ON OUR MINDS BESIDES *HOUSEWORK*.

THIS *PARTICULARLY LARGE* PILE OF CLOTHES IS THE *COUCH*, BY THE WAY.

;EEYEUCCH!;

GLASS OF *MILK* WILL BE FINE. *AND* A *SAUCER*.

TURN ON THE *TUBE* AND MAKE YOURSELF AT *HOME*. MY MOM'S SHOW IS ON *CHANNEL FIVE*.

CAN I GET YOU ANYTHING TO *DRINK*?

SAUCER? OH, *RIGHT*, FOR THE *CAT*.

SO NOW THAT YOU'VE BEEN HANGING AROUND THE *WARRIORS* FOR A WHILE, WHAT DO YOU THINK OF THE SECRET LIVES OF *SUPER HEROES*?

PRETTY *HAPPENIN'*, HUH?

MILK

MISSING

OH, IT'S "*HAPPENIN'*" ALL RIGHT. YOU MISSED SEVERAL *DRAMAS* THIS WEEKEND *ALONE*.

RICH AND *CARLTON* WERE FIGHTING OVER HOW TO INTERROGATE THAT "*CUT*" GUY WE BROUGHT BACK FROM THE CARIB-BEAN, WHEN VANCE JUST TOLD 'EM HE'D ALREADY RELEASED THE GUY TO A *LOCAL HOSPITAL*.

RICH DID *NOT* LIKE THAT.

VANCE AND *ANGEL* ARE *STILL* ARGUING OVER THAT *EVIL SCARLET SPIDER* GUY WHO'S BEEN RUNNING AROUND LATELY...

AND THAT *HELIX* DUDE FINALLY SAID HIS FIRST WORD TO US--"*GRACIAS*."

VANCE OPENED THE DOOR TO HIS *CAGE*, AND THE BIG GUY JUST *STAYED IN* THERE AND SAID, "*GRACIAS*."

I DON'T KNOW IF I'M *EVER* GONNA GET USED TO THIS *SUPER HERO THING*...

--*CHANNEL FIVE LUNCHTIME*, WITH YOUR HOST, *MARLA PETERS*...

Tomatoes A.J. Butter

OH, *BELIEVE* ME, THAT'S *NOTHIN'* COMPARED TO--

WHAT IN THE HELLLLLLLLO!

MY *SPEED BUBBLES*--THEY'RE GOIN' *NUTS* AGAIN!

CAN'T GET 'EM BACK UNDER *CONTROL*!

THEY'RE ON THE *MILK*--!

SUN FARMS 2% MILK

HOLY *COW*-- FORGET THE *MILK*... THEY'RE TAKIN' OVER THE WHOLE *FRIDGE*!

IT'S A KINETIC *FEEDING FRENZY*!

SORRY, WHAT WAS THAAAAIIGH! MY HEAD!

HOLY MOTHER O'MAYTAG! THE BUBBLES ARE GONE--BUT WHAT THE HECK DID THEY DO TO THE FRIDGE?!

LOOKS LIKE IT'S BEEN LEFT OUT IN THE RAIN FOR YEARS!

AND THE MILK... NOTHIN' BUT DUST NOW!

WHAT IS THAT, COFFEEMATE? BLECCCH!

IF YOU DON'T HAVE ANY MILK, YOU COULD JUST SAY--

ROBBIE? WHAT'S WRONG?

RINA, THIS FRIDGE IS, LIKE, TWO YEARS OLD... NOT TWO HUNDRED!

MY POWERS SCREWED IT UP SOMEHOW! THEY'RE GETTING WORSE ALL THE TIME, AND I CAN'T STOP IT!

ROBBIE, IT'S OKAY, DON'T WORRY--

EASY FOR YOU TO SAY...

...YOU DON'T HAVE TO EXPLAIN THIS TO MY MOM.

...AND TODAY'S GUESTS ARE MADELYNE NAYLOR FROM "SECRET HOSPITAL"...

...WESLEY KEITH FROM "REBECCA'S WORLD"...

...GREGORY ADAMS FROM "RUDE TUESDAYS"

...AND MELANIE DAWNE FROM "THE YOUNG AND THE BEAUTIFUL".

THANK YOU ALL FOR COMING TODAY..

FIGHT IT, JOE-- FIGHT IT!

...PAIN'S TOO MUCH, STEPH-- CAN'T STOP IT. GET AWAY. SAVE YOURSELF

RUN!!

YOU DON'T HEAR VERY WELL, DO YOU, SWEETIE?

OH GOD--

SWAK

UNNHH

--WELL, WE MUST BE DOING SOMETHING RIGHT, MARLA, BECAUSE MILLIONS OF PEOPLE STILL WATCH US EVERY WEEKDAY AT TWO ...

MILLIONS OF PEOPLE, HUH?

WAIT'LL THEY GET A LOAD OF ME...

YOU SHOULD TRY MIRACLE EAR... IT'S SO SMALL, ONLY YOU'LL KNOW IT'S THERE!

TWENTY MINUTES LATER... THE GARAGE OF THE WARRIORS' EAST SIDE CRASH-PAD/ HEADQUARTERS...

...THE NEW HOME TO THE SMARTSHIP FRIDAY!

(HEY, IT BEATS THE BOTTOM OF THE EAST RIVER...)

INTERESTING. A BIOELECTRONIC NANOTECH MESH... VERY ADVANCED FOR YOUR PLANET'S TECHNOLOGY LEVEL.

MY ANALYSIS INDICATES THAT UNDER THE RIGHT CIRCUMSTANCES, THESE MICROSCOPIC MACHINES ARE CAPABLE OF INFESTING A HUMAN BEING.

THE PROGRAMMING I'M DETECTING IS TWOFOLD. THE FIRST DIRECTIVE SEEMS TO BE TO TEMPORARILY REPAIR DAMAGE TO THE HOST BODY'S DEGENERATING NERVOUS SYSTEM.

AND THE SECOND DIRECTIVE, ODDLY ENOUGH, IS TO RUIN THE REPUTATION OF THE SCARLET SPIDER. I KNOW THAT DOESN'T SEEM TO MAKE SENSE, BUT--

OH, YES IT DOES.

LET'S NOT WORRY ABOUT MAKING SENSE OF IT RIGHT NOW, FRIDAY.

HOW LONG WILL IT TAKE YOU TO SCAN THE METROPOLITAN AREA FOR TRACES OF SIMILAR MATERIAL?

FOR THE AREA YOU'VE REQUESTED, APPROXIMATELY TWO HOURS.

TWO HOURS?!

OH, MAN, I'M GONNA LOSE MY JOB FOR SURE...

HEY, MAYBE YOU GUYS COULD, UH, LOAN ME ONE OF THOSE COMM-BADGES AND CALL ME WHEN YOU'VE LOCATED THE SCARLET SPIDER.

"COMM-BADGES"? WHAT COMM-BADGES?

Y'KNOW, THESE COMM--

OH, UH... THESE ARE SOME KIND OF COMMUNICATIONS DEVICES, AREN'T THEY?

YUP. GOOD GUESS.

YES... VERY PERCEPTIVE OF YOU, SPIDER-MAN.

YOU SEEM TO KNOW A LOT ABOUT US, FOR SOMEONE WHO--

SORRY TO INTERRUPT, JUSTICE, BUT I BELIEVE I HAVE LOCATED YOUR "SCARLET SPIDER."

WOW, THAT WAS QUICK! DID YOU GET LUCKY AND INITIALLY PROBE IN THE RIGHT DIRECTION?

NO, BUT I MAKE A HABIT OF *MONITORING* ALL *BROADCAST TRANSMISSIONS* IN MY VICINITY...

...AND THERE'S SOMETHING ON *CHANNEL FIVE* I BELIEVE YOU'LL ALL WANT TO *SEE*...

SO YOU LIKE MELODRAMA, HUH?

CONNIVING VILLAINS?

GORGEOUS, STAR-CROSSED LOVERS?

"EXCITEMENT IN THE AFTERNOON," RIGHT? WELL, GOOD!

SIT BACK AND ENJOY, HOUSEWIVES OF NEW YORK... DAYTIME TV JUST GOT A LOT MORE EXCITING! NOW TELL ME, CAN YOU GUESS...

...WHICH ONE OF THESE SOAP STARS THE SCARLET SPIDER IS GONNA KILL?

OH MY GOD!

HOLY $#*%&-- MOM!

THAT SCARLET SPIDER DILLWEED--

--JUST TOOK THE *WRONG* WOMAN *HOSTAGE!*

THE MOTHER OF *SPEEDBALL!*

THWAPP

NO, ROBBIE!

HUNH?!

WHUNNH!

YOU STILL DON'T *GET* IT, DO YA, "*TIME-SLIP*"?

I HAVE THIS HORRIBLE FEELING THAT *THIS* COULD BE WHAT LEADS TO MY *FUTURE-VISION*... OF YOUR *DEATH*!

DON'T GO--

THIS "*SUPER HERO THING*" ISN'T *JUST* ABOUT FUN AND GAMES-- IT'S ABOUT TRYING TO CHANGE THE *FUTURE* FOR THE *BETTER*!

YOU KEEP TALKING ABOUT THE FUTURE LIKE THERE'S NOTHING WE CAN DO TO *AFFECT* IT... LIKE IT'S *DESTINY* OR SOMETHIN'!

FINE THEN, RINA-- IF IT'S *MY DESTINY* TO *DIE* TRYING TO SAVE THE LIFE OF MY *MOM*...

...THEN I GUESS *THAT'S* THE WAY IT'S GONNA *BE*!

CONCLUDED IN WEB OF SCARLET SPIDER #41

THEN... IN *NEW WARRIORS* #68 ...IT *BEGINS*! THE MOST *DREADED* EPIC IN WARRIORS HISTORY...

FUTURE SHOCK

YOU (and the Warriors) HAVE BEEN *WARNED*!

FEB • 4

MARVEL SPIDER-MAN GROUP

APPROVED BY THE COMICS CODE AUTHORITY

NIGHTMARE IN SCARLET! 3 of 3

WEB OF SCARLET SPIDER

LAST ISSUE!

PARIS T. KAROUNOS + R.E. '95

WHO SAYS PEOPLE DON'T PAY ATTENTION TO TELEVISION ADVERTISING ANYMORE ?

NOT MORE THAN THIRTY SECONDS AGO, A METALLIC MONSTROSITY CALLING ITSELF THE SCARLET SPIDER TOOK FIVE PEOPLE HOSTAGE ON LIVE TV...

... INVITING THE WORLD TO GUESS WHICH CAPTIVE HE WOULD KILL FIRST!*

AND JUST LOOK AT THE RESPONSE. NOT ONLY ARE SPIDER-MAN AND THE NEW WARRIORS RACING TO THE SCENE AT TOP SPEED...

* AS SEEN IN NEW WARRIORS #67!
--ERIC

...BUT SPEEDBALL, WHOSE MOTHER IS AMONG THOSE HELD HOSTAGE, HAS ALREADY REACHED THE CHAOTIC TV STUDIO BUILDING IN NEW YORK CITY'S WALL STREET FINANCIAL DISTRICT!

NOW THAT'S EFFECTIVE ADVERTISING.

BUT, AS EVEN VIEWERS WHO COMPULSIVELY USE THE "MUTE" SWITCH CAN PROBABLY TELL...

...THE SCARLET SPIDER ISN'T PARTICULARLY WORRIED!

Stan Lee PRESENTS:

NIGHTMARE IN SCARLET

PART 3

RED REIGN

THAT'S RIGHT, NEW YORK... ONE OF THESE FINE FOLKS IS GOING TO BITE IT, RIGHT BEFORE YOUR EYES, COURTESY OF THE SCARLET SPIDER!

BUT IF THOSE CAMERAS GO DARK, THEN REST ASSURED... EVERYONE IN THIS ROOM IS GONNA DIE!

HEE HEEHEE HEEHEE!

HE SLICES HE DICES, HE'S SELF-CLEANING...

WELL, FOR THE MOST PART, ANYWAY...

...NOW HOW MUCH WOULD YOU PAY?

EVAN SKOLNICK
STORY
PARIS KARounos
PENCILS
RANDY EMBERLIN
INKS
STEVE DUTRO
LETTERS
TOM SMITH
COLORS
MALIBU
SEPARATIONS
ERIC FEIN
EDITS
BOB BUDIANSKY
CHIEF

ON AIR

BACK OFF, YA OVERGROWN SPIDER-ZORD!

THWAMM

EWW! WHAT'S THE DEAL WITH YOUR HAIR, KID?

YOUR HEAD GET CAUGHT IN A COTTON CANDY MACHINE, OR WHAT?

ROB-- I MEAN, SPEEDBALL!

EVERYONE RUN FOR IT-- LEAVE THIS TIN MAN UP TO THE MASKED MARVEL!

PONG

GET OUT OF HERE, YOU LITTLE TWERP!

"STAR SEARCH" IS IN THE NEXT STUDIO OVER!

KTOW KTOW

PONG

KRAFT

BUT... THAT "CRAZY KID" IS MY SON!

OH ROBBIE, I HOPE YOU KNOW WHAT YOU'RE DOING!

YOU HEARD THE CRAZY KID--LET'S MOVE!

SO YOU THINK YOU'RE FUNNY, HUNH?

A REGULAR SILVER-TONGUED WONDER?

WELL, HERE'S SOMETHING FOR YOU TO CHEW ON...

EAT HOT KINETIC BUBBLE DEATH!

OHHH!

MIDTOWN... THE FBI'S NEW YORK OFFICES...

LET'S MOVE!

THIS HOSTAGE SITUATION HAS SOMETHING TO DO WITH OUR AGENT JOE WADE'S DISAPPEARANCE... I'M SURE OF IT!

I WANT EVERY AVAILABLE AGENT DOWN THERE, PRONTO!

FEDE EMP ONLY PER

WILL DO, MR. STONE.

WE'RE TAKING THAT SCARLET SPIDER CHARACTER IN-- AND I WANT HIM ALIVE!

WAIT, MORRISON-- DON'T CALL BRIGGS IN. SHE'S TOO... CLOSE TO ALL OF THIS.

OOOKAY...

NOW LET'S ROLL!

SCREEEE

WEEOOEE

ELSEWHERE...

COME ON, BRIGGS... MOVE IT!

THIS MAY BE THE LAST CHANCE YOU'RE GOING TO GET TO SAVE WHAT'S LEFT OF YOUR PARTNER.

HAVE TO GET IT CLEAR IN MY HEAD FIRST... PLAY IT ALL BACK.

JOE WADE WAS ASSIGNED UNDERCOVER DUTY WITHIN DOCTOR OCTOPUS'S CRIMINAL ORGANIZATION...

...BUT HE WAS DISCOVERED AND FORCED BY DOC OCK TO RUN THE HOLOGRAPHICALLY PROJECTED VERSION OF THE SCARLET SPIDER, AS OCK WORKED TO RUIN THE REPUTATION OF THE REAL SCARLET SPIDER!

WHEN DOC OCK'S HEADQUARTERS BLEW UP, JOE WENT MISSING AND WE THOUGHT HE WAS PROBABLY DEAD.

BUT NOW I KNOW... THE EXPLOSION SOMEHOW FUSED JOE TO THE VIRTUAL REALITY SETUP AND INFECTED HIM WITH A PAINFUL, DEGENERATIVE NERVE DISEASE...

...AND IT ALSO INFECTED HIM WITH NANOTECH BITS WHICH STAVE OFF HIS NERVE DISEASE, BUT AT THE COST OF TURNING HIM INTO THE NEW, EVIL SCARLET SPIDER!

HONK

SCREEEE

I'VE GOT TO TRY TO REACH JOE SOMEHOW... HELP HIM DEFEAT THE SCARLET SPIDER INFECTION BEFORE IT MAKES HIM DO SOMETHING TRULY HORRIBLE...

...AND BEFORE NELSON STONE GETS HIS SLIMY HANDS ON JOE AND TURNS HIM INTO AN FBI LAB RAT!

WEEOOEE

SKRRT

WHAT'S THAT? NOW THE CAMERAS HAVE GONE DARK?

CHIEF, WE'RE HERE TO TAKE THAT LUNATIC OUT AND SAVE THE HOSTAGES.

HAS ANYTHING ELSE HAPPENED THAT WE SHOULD KNOW ABOUT?

NOT MORE OF YOU SUPER-TIGHTS-- WE DON'T WANT YOU HERE!

SIR, THE SCARLET SPIDER IS OUR PROBLEM, AND WE INTEND TO DEAL WITH IT!

WE'VE GOT WAYS OF HELPING THAT YOU PROBABLY DON'T EVEN--

LOOK, PAL, I'M NOT THE ONE WHO NEEDS HELP!

Y'KNOW, THE MORE I LISTEN TO YOU, SPIDER-MAN... THE MORE I THINK I KNOW WHO YOU REALLY ARE!

YOU'VE GOT TO BE KIDDING ME!

IF YOU DON'T NEED OUR HELP, THEN WHO DOES?!

SOME JERK WHO'S TRYING TO PLAY HERO!

THE GUY WHO'S ALREADY UP THERE!

WHO--?

TH-CHOOM

HOOO-LY COW!

IT'S A LINE DRIVE, RIGHT UP THE MIDDLE!

MIGHT'A HURT, TOO, IF IT HADN'T BEEN FOR MY HANDY-DANDY KINETIC FIELD!

UH... LITTLE HELP?

HIM.

BASEBALL SEASON'S LONG OVER, SPEEDY-- TIME TO DUST OFF YOUR SNAPPY PATTER!

TURBO?

I GOT IT! I GOT IT!

"IT"?

YOU CAN CRITICIZE SPEEDBALL'S JOKES ALL YOU WANT, BUT IT LOOKS LIKE HE GOT THE JOB DONE...

'CAUSE THERE'S THE SCARLET SPIDER, AND HE DOESN'T HAVE ANY MORE HOSTAGES!

GOOD-- THEN WE CAN FINALLY CUT LOOSE ON THIS... THIS...

SAY IT...

...DON'T SPRAY IT!

LOOK OUT-- HE'S FIRING OFF ANOTHER SONIC BLAST-- AHHRR!

WHUMMMMMMMMM

TRYING TO MOVE IN FOR A BETTER SHOT--

--WHOOA!

MAYDAY! MAYDAY!

WE'VE BEEN HIT BY SOME KIND OF CONCUSSION WAVE!

OOOH, JUST LOOK THE TIME!

I'M RUNNING LATE FOR MY FACIAL!

SORRY TO LEAVE YOU HOME ALONE, KIDS, BUT I'VE REALLY GOT TO--

THUMP

--FLY?

WHAT'S THIS? AN UNINVITED PASSENGER?

WE DON'T TAKE KINDLY TO STOWAWAYS ON THIS AIRLINE, BUDDY!

NAH? HOW ABOUT HIJACKERS, THEN?

'CAUSE I'M TAKING THIS "PLANE" DOWN.

I'VE GOT THE FALLING DEBRIS! NOW...

POWERHOUSE-- DEGRAVITIZE THE BUILDING BEFORE IT COLLAPSES!

FIRESTAR, SPEEDY-- SEE TO THE SAFETY OF EVERYONE INSIDE!

THRBO--

"--THE HELICOPTER!"

WHUPWHUPWHUP

SSSSSHHHH

COULDN'T HURT, MICKEY...

...I'M PUSHING MY GEE POWER TO THE MAX, BUT I DON'T KNOW IF EVERYONE INSIDE IS SAFE!

SAFE AND SOUND, VANCE!

ALEX--? NEED ANY HELP?

WHILE, SEVERAL BLOCKS AWAY...

I'M COMING, JOE-- IF I CAN JUST GET TO YOU BEFORE YOU GET YOURSELF KILLED... OR WORSE... END UP KILLING SOMEONE...

"...LIKE SPIDER-MAN!"

COME A LITTLE CLOSER, BIG BOY...

...WE NEVER CUDDLE ANYMORE!

DON'T KNOW *WHO* YOU ARE OR HOW THIS HAPPENED, BUT I *SWEAR*...

...THIS *NIGHTMARE* ENDS HERE AND NOW!

HEY, IT'S YOUR *OWN* FAULT...

...IF YOU DIDN'T EAT SO LATE, YOU WOULDN'T BE *HAVING* NIGHTMARES!

HEE HEEHEE HEEHEE HEE!

YEAH, LAUGH IT UP, TEFLON BOY...

...YOU'RE ABOUT TO PAY FOR COPYING MY *OLD COSTUME*... STEALING MY *FORMER NAME*... AND WRECKING MY *REPUTATION*!

WHAT WAS THAT?!

WHOA-- YOUR *HEAD*!

YOW!

OWEEE

NEVER MIND MY HEAD...

...IF YOU USED TO BE THE SCARLET SPIDER, THEN IT'S YOUR HEAD WE SHOULD BE TALKING ABOUT!

BECAUSE NOW I'M GOING TO HAVE TO HAVE IT...

...ON A SILVER PLATTER!

HMM... THAT WASN'T THE REACTION I WAS HOPING FOR.

WAIT--HIS EYES STARTING TO SPARK AGAIN-- PREPARING TO UNLEASH SOME KIND OF--

THWUP

THWUP

SHRIK

--LIGHT BURST!

SPIDER-SENSE WARNED ME IN TIME, BUT THE FLASH BURNED RIGHT THROUGH MY EYELIDS!

I'M... BLIND!

S'MATTER, "SPIDEY"? CAN'T STAND BEING IN THE LIMELIGHT?

HUNNH!

THWAK!

YOU WANNA BE A BIG STAR, MAN, YOU'D BETTER GET USED TO THE PAPARAZZI!

AND THOSE PHOTOGS JUST LOVE THEIR FLASHBULBS, DON'T THEY?

FALLING-- CAN'T SEE TO FIRE A WEBLINE!

UNLESS THOSE SCREECHING BRAKES I HEAR BELONG TO A BIG HAY TRUCK--

--I'M ABOUT TO BECOME THE AMAZING SPIDER-PIZZA!

RRRRT!

OH, MY GOD, I'M TOO LATE!

JOE JUST KILLED--

SPIDER-MAN?!

I THOUGHT YOU HAD THIS WHOLE "WEB-SLINGING" THING DOWN TO A SCIENCE! ISN'T IT LIKE RIDING A BIKE?

ANGEL... THANK GOD...

AW, NO! I DID IT AGAIN!

"ANGEL"?

YOU, UH, MUST BE AN ANGEL...

UH-HUH RIGHT.

AND AFTER I BUY THAT LINE...

...TELL ME AGAIN ABOUT THAT GREAT DEAL YOU'VE GOT ON THE BROOKLYN BRIDGE--

FIRESTAR, LOOK OUT!

I CAN'T SEE, BUT THERE'S DANGER--

MIND IF I CUT IN?

HEE HEEHEE HEEHEE HEE!

WHUNH!

ARRGK!

FIRESTAR-- ARE YOU ALL RIGHT?

FIRESTAR!

unnnhh...

NO!

GOOD GOD! THEY'RE GONNA HIT--

--HARD!

WHA--?

SLOWING DOWN--?

THE THIRD ONE'S STILL FALLING--

--LOOK OUT!

KROOM

LIQUORS

UNNH... J-JOE...

...S-SO SORRY... I TRIED...

IS EVERYONE OKAY?

EVERYONE BUT THAT METALLIC *MONSTER*, JUSTICE. HE'S *HAD* IT.

I WOULDN'T *COUNT* ON IT, RED.

MY GOD, YOU'RE RIGHT...

...HE *SURVIVED!*

NICE TO KNOW YOU *CARE*, FOLKS.

ALLOW ME TO EXPRESS MY *APPRECIATION*...

HE'S BUILDING UP TO ANOTHER *SONIC BLAST!*

EVERYONE STAY *BEHIND* ME! I'LL BE ABLE TO AT LEAST *DAMPEN* THE *IMPACT!*

YOU HEARD THE KID--*FALL BACK!*

NO... THIS HAS GONE FAR *ENOUGH*...

...HASN'T IT, JOE?

MA'AM, ARE YOU *CRAZY?* HE'S ABOUT TO--

WAIT-- WHO'S *JOE?* YOU *KNOW* WHO'S INSIDE THERE?

JOE'S A BRAVE MAN, SPIDER-MAN.

HE'S A GOOD MAN... AND HE'S STRONGER THAN HE THINKS.

ONLY... ONLY WHEN I FORGET TO USE DEODORANT...

JOE, LOOK AT ME! I'M BLEEDING... AGENT TORREZ OVER THERE ISN'T MOVING!

YOU HURT US, JOE!

DOESN'T THAT MEAN ANYTHING TO YOU ANYMORE?

LADY, IF HE CUTS LOOSE WITH THAT SONIC BLAST...

THEN YOU'LL KILL THE ONLY FRIEND YOU'VE GOT LEFT.

NO PAIN IN THE WORLD CAN BE WORSE THAN THAT, JOE. NOT EVEN THE PAIN THAT TURNS YOU INTO THE SCARLET SPIDER.

YOU'VE GOT TO FACE THE PAIN, JOE... BEFORE IT MAKES YOU HURT ANYONE ELSE.

PLEASE.

I PROMISE I'LL BE THERE TO FACE IT WITH YOU.

HUNNH HUNNH HUNH HARGK

AHWNNH AHWNNH HURGGK

UNNF ARRGH

DID IT, STEPH-- BUT--

--IT HURTS!

HUNH HUNH HUNH

IT HURTSSSs

I KNOW.

MY GOD, VINCE--YOU EVER SEEN ANYTHING LIKE *THAT*?

NO, UH-- LET'S SEE--I SAY WE JUST GET HIM TO *SINAI* AND LET THE *DOCS* FIGURE IT OUT--

THAT WON'T BE *NECESSARY*, PEOPLE. THIS IS *OFFICIAL FBI BUSINESS*.

OUR ROGUE AGENT IS UNDER *CONTROL*, NOW... WELL DONE, AGENT BRIGGS.

WE'LL TAKE IT FROM HERE.

WAIT A MINUTE-- THAT'S *IT*?

WHO *WAS* HE-- HOW DID ALL OF THIS *HAPPEN*? HOW DOES IT *CONNECT* TO *DOCTOR OCT*--

ALL *CLASSIFIED* INFORMATION, I'M AFRAID.

WE APPRECIATE *YOUR HELP* "HEROES," BUT THAT'S AS MUCH AS I CAN TELL YOU.

AND HOW *DO* WE KNOW THAT THIS WON'T HAPPEN TO "JOE" *AGAIN*?

DON'T YOU WORRY ABOUT *THAT*-- WE'LL DO *EVERYTHING* WE *CAN* FOR HIM.

YOU GOT *THAT* RIGHT, STONE...

...BECAUSE I'LL BE THERE EVERY STEP OF THE WAY TO MAKE SURE YOU *DO*.

SHORTLY...

--SO YER SAYIN' YOUSE COULD HOLD UP DIS BUILDING ALL DAY, ALL BY Y'SELF?

YUP.

GREAT, CAUSE WE'RE UNION, SEE, AND IT'S LUNCH TIME - SEE YA IN AN HOUR, KID!

D'OH!

--STILL CAN'T BELIEVE YOU KIDS GO OUT AND DO THIS KIND OF THING ALL TIME TIME!

I SWEAR, "SPEEDBALL", IF I STOPPED TO THINK ABOUT YOU BOUNCING AROUND THROUGH ALL THESE DANGEROUS SITUATIONS, I'D PROBABLY GROUND YOU FOR LIFE!

'COURSE, THEN I'D PROBABLY BE DEAD BY NOW, WOULDN'T I? YOU SAVED MY LIFE!

LATER FOR THAT, HUH, MOM? YOU'RE TOTALLY EMBARRASSING ME!

OH, HEAVEN FORBID.

IT WAS GOOD WORKING WITH YOU AGAIN, SPIDER-MAN.

I'M SORRY IF I WAS A LITTLE HOSTILE WITH YOU AT FIRST, BUT YOU HAVE TO UNDERSTAND...

...WITH A WOMAN LIKE FIRESTAR AS MY GIRLFRIEND, I CAN GET A LITTLE JEALOUS FROM TIME TO TIME.

REALLY?

I NEVER WOULD HAVE GUESSED THAT.

NOW THERE GOES A HERO, ANGEL.

Thwip

ANYWAY, I'M SURE WE'LL MEET UP AGAIN SOON. MAYBE I'LL STOP BY YOUR "GROOVY PAD" ONCE IN A WHILE TO SAY HI.

CIAO FOR NOW!

WE MAY NEVER KNOW WHO OR WHAT "OUR" SCARLET SPIDER REALLY WAS, BUT ONE THING'S FOR SURE...

...HE WAS NO SPIDER-MAN!

WASN'T HE, VANCE?

I GUESS ALL WE CAN SAY ABOUT THAT IS...

"...TIME WILL TELL!"

THE BEGINNING!

THE RETURN OF....

THE SPECTACULAR SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

JAN • 230

MARVEL®

SPIDER-MAN GROUP

DEATH BY

TWO MONTHS AGO--

--SOMEWHERE ON THE OUTSKIRTS OF GREEN LAWN, LONG ISLAND--

Kalen Brothers
ENVIRONMENTAL CONSULTANTS
HICKSVILLE, NY 10763

22-B

IT'S GOTTA BE HERE SOMEWHERE...

JEEZ, DAVEY --RELAX. WE GOT 'IM.

--WE GOT SANDERS DEAD TO RIGHTS!

NO WAY ON GOD'S GREEN EARTH IS HE GONNA BE ABLE TO WEASEL OUTTA THIS!

Kalen Brothers
ENVIRONMENTAL CONSULTANTS
HICKSVILLE, NY 10763

I MEAN, WHAT ELSE COULD THAT TRUCK HAVE BEEN DOIN' OUT HERE LAST NIGHT?

THEN WHERE IS IT?

TRUST ME...

...IT'S HERE.

"I KNEW THAT GUY WAS DIRTY FROM THE MOMENT I MET 'IM--

"SANDERS MUSTA THOUGHT WE WERE A COUPLA WING-NUTS WHEN HE HIRED US TO COME IN AN' INSPECT HIS FACILITIES--

"--ADVISE HIM ON HOW TO BRING HIS OPERATIONS UP TO THE NEW GOVERNMENT STANDARDS.

SANDERS
CHEMICAL CORPORATION
BUILDING A BETTER TOMORROW WITH CHEMICALS TODAY

"AN' THE FACTORY ITSELF CHECKED OUT PRETTY WELL--

"--THOUGH HE WATCHED US LIKE A **HAWK** EVERY STEP OF THE WAY!"

"I **KNEW** HE WAS HIDIN' SOMETHIN', BUT I COULDN'T FIGURE OUT **WHAT**, SO I KEPT MY MOUTH SHUT."

"IT WASN'T TILL I SAW THE **LOOK ON HIS FACE** WHEN YOU TOLD 'IM --

...FACTORY WILL BE UP TO **REGS**, MR. SANDERS, ONCE YOU'VE MADE THE FEW **ADJUST-MENTS** WE'VE DISCUSSED--

--HANK AN' I'LL START OUR **AUDIT** OF YOUR **CHEMICAL WASTE DISPOSAL PROCEDURES** TOMORROW.

"HE HADN'T **EXPECTED** THAT. HE THOUGHT WE'D LIMIT OUR **SURVEY** TO **ON-GROUNDS** --

--AN' THAT'S WHERE WE **NAILED** 'IM! WE --

OMIGOD--

--HANK...?

HOW CAN... HOW CAN PEOPLE **DO** THIS...?

DON'T THEY **GET IT?** DON'T THEY KNOW WE'RE GONNA **PAY FOR THIS** ONE DAY?!

APPARENTLY IT DOESN'T MATTER--S'LONG AS IT'S NOT **TODAY.**

THEY'RE ALL FROM *SANDERS*--

--THE NAME'S BEEN *SANDED OFF*, BUT IT STILL COMES THROUGH. HE'S GOIN' T' JAIL AN' HE *KNOWS IT.*

NOT TO MENTION THE *FINES* AND THE *CLEAN-UP COSTS.*

YEAH, AN'--

OH GOD--

--DAVID--

BWHOOOMM!!

TODAY.

"THIS

"IS

"SO

...

...

"I FEEL SO FREE--

"--SO LIBERATED!"

"BY MY NEW LIFE--

"--MY NEW COSTUME--

"--JUST BY BEING SPIDER-MAN AGAIN!"

HIS GIVEN NAME IS **PETER PARKER.** WHILE IN HIGH SCHOOL HE WAS BITTEN BY A RADIOACTIVE SPIDER AND ENDOWED WITH AMAZING POWERS, WHICH HE HAS SINCE USED TO PROTECT THE INNOCENT AND BATTLE EVIL. NOW HE CALLS HIMSELF **DEN REILLY**, AND, AS A COSTUMED CRIMEFIGHTER, HE CONTINUES HIS CRUSADE...FOR HE UNDERSTANDS THAT WITH GREAT POWER COMES GREAT RESPONSIBILITY!

STAN LEE PRESENTS: SPIDER-MAN!

IN A TALE OF BROTHERLY LOVE--

BROTHER'S KEEPER

BROTHERHOOD OF THE WEB

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COLOR SEPARATIONS- MALIBU

EDITOR- ERIC FEIN

BIG BROTHER- BOB BUDIANSKY

[redacted]

"NOW, IF I REMEMBER MY PHYSICS CORRECTLY--

"--AND I THINK I DO--

"--UNLESS I WANT TO BE PARK AVENUE'S FIRST STREET PIZZA--

"--I SHOULD START SLOWING MY DESCENT RIGHT--

"--ABOUT--

"--NOW!

THWIP

"I JUST HOPE THIS WEB-FLUID WORKS BETTER--

"THAN THE STUFF I MADE LAST WEEK OUT OF TOOTH-PASTE AND PEANUT BUTTER!*"

SNAP

*NOT REALLY--BUT CLOSE! SEE SENSATIONAL SPIDER-MAN #0. --DON'T-TRY-THIS-AT-HOME ERIC

"YEP, FOLKS-- I'M BACK! YOUR FAITHFUL, FRIENDLY NEIGHBORHOOD--

"--SPIDER-SENSE?!

"WHADDAYA MEAN, 'DUCK'...?

KRESSH!

"WHOA! LOOKS LIKE SOMEBODY'S HAVING A CLEARANCE ON OFFICE FURNITURE!"

KSSH KRSH

HEY!

"NOW THAT'S ILL! SOMEBODY'S GONNA GET HURT--

"--UNLESS I CAN TAKE OUT THE DANGER!"

THWIP THWIP

"NOW TO FIND OUT WHO'S RESPONSIBLE FOR ALL THIS EXTENSIVE REDECORATING...

WHOEVER'S HULKIN' THIS FURNITURE AROUND SHOULD THINK ABOUT SWITCHING TO DECAFFEINAT--

"IT'LL DO.

--YOWZA!?!

...HAVE TO SAY IT AGAIN? I WANT SANDERS!

I WANT HIM NOW!!

"NOW THERE'S SOMETHING YOU DON'T SEE EVERY DAY; A WALKING, TALKING PILE OF.. GUK--

"--TERRORIZING A BUNCH OF TRAUMATIZED 9-TO-5ers!"

"LET'S SEE IF I CAN WRAP THIS-- AND IT--UP QUICKLY...!

I GOT NO TRUCK WITH YOU.

"DISSOLVING MY WEB-LINES--

"--ON CONTACT?!?

"AND THAT'S NOT ALL.

I JUST WANT SANDERS!

"GRABBING THE DOORJAMB, IT SETS UP A CHAIN REACTION--

"--CAUSING THE WALLS AND CEILING TO DISSOLVE--

"--AS THE WHOLE OFFICE STARTS TO TURN TO DUST AROUND US!

"THE WEBBING CAN HOLD EVERYTHING TOGETHER TILL EVERYONE GETS OUT--

"BUT, AS USUAL, WHILE I'M DOING THAT--

OUT!

LEMME OUTTA HERE!

"--GUK THING HAS LEFT THE BUILDING!"

GREAT...

"...NOW, I KNOW HOW I'M GOING TO SPEND THE REST OF MY DAY OFF FROM...

The Daily Grind

...YOU'RE DONE WITH YOUR *HOME-WORK*, I HAVE A FEW *JOBS* I NEED YOU TO DO AROUND HERE, SEEING AS IT'S *BEN'S DAY OFF.*

TOP THAT OFF FOR YOU, MIKE...?

THANKS, SHIRL.

HAVE A *SNACK* FIRST, IF YOU WANT. THEN, BRING THE DAIRY *IN* AND TAKE THE GARBAGE *OUT.*

THEN, YOU CAN HELP ME UNLOAD THE *DISHWASHER.*

OH--DID MR. AHLIN GIVE YOU A GRADE ON YOUR *ECOLOGY* REPORT YET?

THAT WAS A *GREAT PAPER,* YOU KNOW.

uh-huh.

YOU WERE SO *PROUD* OF THAT, AND YOU PUT SO MUCH *HARD WORK* AND *RESEARCH* INTO IT--

I CAN'T WAIT TO SEE WHAT HE *GIVES YOU!*

DEVON?

DEVON?

uh-huh.

DEVON!

HAVE YOU HEARD A *WORD* I'VE *SAID?!*

HUH? WHAT?

HONEY, ARE YOU *FEELING* ALL RIGHT?

SURE, MOM--

--JUST WATCHIN' *SOME TV.*

SANDERS CHEMICAL CORPORATION
BUILDING A BETTER TOMORROW WITH CHEMICALS TODAY

"SANDERS' SECRETARIES WERE MORE THAN HAPPY TO OBLIGE WHEN I ASKED FOR AN ITINERARY OF WHERE SANDERS HIMSELF MIGHT BE--

"--HOPING THAT I MIGHT BE ABLE TO GET HERE FIRST--

"--AND AMBUSH THAT MONSTER THAT'S OUT TO GET HIM!

"AND IT LOOKS AS IF SANDERS DEFINITELY GOT THE REPORT ABOUT WHAT WENT ON IN MIDTOWN EARLIER...

"...BETWEEN HIS NERVOUS PACING--

"--AND THE ARMY OF RENT-A-COPS THAT MUST HAVE QUADRUPLED SANDERS' SECURITY--

"--HE LOOKS LIKE HE'S READY FOR WORLD WAR III!

"OF COURSE, HAVING A 'GUARDIAN SPIDER' ON HIS SIDE WON'T HURT EITHER.

"MAN, THE AIR HERE IS SO... THICK!--

"--I CAN'T BELIEVE THEY GET AWAY WITH PUMPING THIS FILTH INTO THE SKY!

"I'M SURE THIS FALLS UNDER SOME CATEGORY LIKE 'ACCEPTABLE AMOUNTS OF ENVIRONMENTAL CONTAMINATION' OR SOMETHING...

"NICE TO KNOW SOMEONE'S LOOKING OUT FOR US...

"IT'S BREAKING ON THAT GUY... BUT, WHY?!

"I'M WAITING FOR THE BIG, MUSHY GUY--

"ZOOTIE--

"--SPIDER-SENSE SCREAMIN' LIKE THAT GUY ON THE 'REAL WORLD' WHO GOT HIS TONGUE BIT OFF!

"--HOW'S THIS GUY FIT IN...?

"OH, WELL, I'VE SEEN ENOUGH WACKY STUFF IN MY TIME--

"--TO KNOW NOT TO IGNORE MY SPIDER-SENSE WHEN IT'S GOT A SERIOUS JONES ON ABOUT SOMETHING.

"TIME TO GET A BETTER VANTAGE POINT ON THE SITUATION... AND WAIT AND SEE WHAT GOES DOWN."

THOMP THOMP THOMP

I KNOW YOU'RE IN THERE, SANDERS!

"HOLEE--HE MUST'VE GOTTEN HERE **BEFORE** ME--

OMIGOD!

IT'S TIME TO CONFRONT YOUR MISTAKES--

--TIME TO PAY!

"--BEEN WAITING IN THE BUILDING."

BASH

CRASH!

HOLD IT THERE, MR. TRACKIN'-MUD-IN-THE-HOUSE!

NO NO NO PLEASE I DON'T KNOW WHAT YOU'RE TALKING ABOUT...

YOU AGAIN!

YEP. ME AGAIN.

WHOA!

YUK.

SHLUUPT

I SAID BEFORE--

UNGH!

WAKK

--YOU HAVE NO PART IN THIS!

"HE CONNECTS, AND I'M OUTTA THE BALLPARK!--"

"AND A MOMENT LATER, THANKING MY **SPIDER-LIKE REFLEXES** FOR GETTING ME OUT FROM UNDER HIS **SLEDGEHAMMER** OF A **FIST!**

FLOOM

"THIS GUY PACKS SOME **POWER**--

"--AND IT'S **THEN** THAT I **REALIZE**--

"**HIS FISTS!** ALTHOUGH THEY **ARE** GLOOPY, THEY'RE **NOT** ERODING AND DISSOLVING EVERYTHING THEY **TOUCH!**

SLICK

"WHICH MEANS, HE CAN TURN THAT POWER **ON** AND **OFF**--

"AND THAT'S **GOOD!**

"SO I'M THINKING, MAYBE I CAN **WORK** WITH THIS--

"--MAYBE IF I CAN **AVOID** THIS GUY'S **THRASHING FISTS**--IF I CAN **TALK** TO HIM--**REASON** WITH HIM...

LISTEN, I'M SURE IF WE SAT DOWN AND **TALKED** ABOUT THIS OVER A NICE CUP OF **ESPRESSO**--

"IT'S **FUNNY,** THE THINGS THAT GO THROUGH YOUR MIND JUST AS YOU'RE BEING **WALLOPED** BY SOME GIANT **GUK MONSTER**...

WUDD

"I'M **SURE** I READ THAT SOMEWHERE--

"ALL I KEEP THINKING IS: 'HE MOVED WITH AN EASY **GRACE** WHICH **BELIED** HIS **AWESOME SIZE.**'

"AND THEN I HIT THE **WALL**--

WAM

"AND THEN THE WALL HIT **ME!**

CRUNCH

"DID I SAY, 'UNGH!'?"

YOU ARE GUILTY, SANDERS--

--OF CRIMES AGAINST NATURE--

--OF CRIMES AGAINST MEN!

YOU HAVE PUMPED YOUR TOXINS INTO THE ENVIRONMENT..

PFFT

MO MO MO MO

SHWSSH

--AND YOU ARE RESPONSIBLE FOR MURDER!

--AND YOU WILL PAY!

M-HOW-- HOW DO YOU KNOW...?

WHO ARE YOU...?

DOWNSTAIRS...

LEWIS, YOU AND YOUR MEN TAKE THE ELEVATORS--

--WE'LL TAKE THE STAIRS!

HOLY COW! WHAT COULD HAVE DONE THAT?!

ELEVATORS ARE TRASHED --NOTHING LEFT OF THE CABLES BUT A PILE OF RUST!

WHO AM I??

WHO AM I?!?

I'M EVERY-THING YOU MADE ME, SANDERS--

SHHLUKKKKK

I'M EVERYTHING YOU'VE DONE TO THE EARTH--TO THE LAND--

--WITH YOUR CHEMICALS...

...AND YOUR GREED!

I'M ALL YOUR FOULNESS COME BACK FOR YOU, SANDERS!

MY GOD...

...KALEN!

NO! I'M NOT DAVID KALEN ANYMORE! I'M THE...MONSTER YOU CREATED!

ONE WHO CAN ACCELERATE THE DECOMPOSITION AND DECAY OF ANYTHING! ONE WHO CAN SPEED UP YOUR AGING PROCESS WITH A TOUCH--

--AND TURN YOU TO DUST WHERE YOU STAND!

YOU MURDERED ME! AND YOU MURDERED MY BROTHER!

YOU HAD US KILLED FOR FEAR WE'D EXPOSE YOUR ILLEGAL DUMPING!

NO NO, I DIDN'T DO IT! I DIDN'T!

YOU SHOULD BE MORE CAREFUL WHO YOU DO BUSINESS WITH, SANDERS--

--THE "FIXER" YOU HIRED TO DO US WAS VERY EFFICIENT-- HE RECORDED YOUR PHONE CONVERSATION! HE GAVE ME A WRITTEN CONFESSION!

I'VE SPENT THE LAST MONTH PULLING MYSELF TOGETHER AND THEN TRACKING HIM DOWN! AND NOW--

"SO THAT'S THE DEAL...

"NONETHELESS, I HAVE TO ACT FAST.

"AS THE MONSTER, THIS GUY CAN HOUSE ME--"

"--BUT MAYBE, IF I GRAB HIM NOW WHILE HE'S VULNERABLE--

KRASH

THWAP

THWIP

"--I CAN WEB A LITTLE SENSE INTO HIM!"

NOW...

IF YOU DECIDE TO GET BIG AND GOOEY, YOU'LL DISSOLVE RIGHT THROUGH THE WEBBING AND SPLATTER ALL OVER THE PAVEMENT.

OR...

YOU CAN CHILL FOR A MINUTE AND LISTEN TO WHAT I'M GONNA TELL YOU!

DAVID, IS IT...?--

--YOU GOT HIM, MAN! YOU'VE GOT HIM HARD!

WITH THE EVIDENCE YOU'VE GOT, SANDERS IS GOING TO BE CHECKING INTO THE CROWBAR HOTEL FOR A LONG TIME! THERE'S NO NEED TO--

NO! NO! HE'S GOTTA PAY!

HE CAN'T BE ALLOWED TO GET AWAY WITH WHAT HE'S DONE!

...HE KILLED MY BROTHER. HE KILLED HANK.

I KNOW. I'M SORRY.

HE DUMPED HIS POISONS! HE RAPED THE LAND! HE...HE...

AND I KNOW HOW TEMPTING IT IS TO WANT TO CARRY OUT JUSTICE YOURSELF--

--BUT FOR SOME REASON YOU'VE BEEN GIVEN THIS POWER, AND YOU HAVE TO USE IT--

NO! THERE'S NOTHING LEFT OF DAVID KALEN ANYMORE--

SANDERS!

DAVID-- WAIT...!

--EXCEPT MAYBE HIS INITIALS!

SHAPT

I AM D.K.!

PISSSS

SSST

THOOMP

EEAAAHH!

YOU CAN'T RUN FROM ME, SANDERS--

--I CAN ERODE YOUR CAR AROUND YOU!

I CAN--

YOU CAN *EASE UP*, DUDE-

YOU'RE GETTING *WAY* STRESSED.

HOW CAN YOU PROTECT HIM!?

HEY--I GOT NEWS FOR YOU --I'M NOT DOING THIS TO PROTECT *HIM*--

--I'M DOING IT TO PROTECT *YOU*! DON'T *CAVE* TO THAT WHOLE *VENGEANCE* THING! HE'S NOT *WORTH* IT!

MY DECISION TO MAKE, SPIDER --AND I *WANT* SANDERS--

--SO EITHER GET OUT OF THE WAY OR I'LL *GO RIGHT THROUGH YOU!*

Y'KNOW... I KNOW YOU *COULD*--

--BUT I DON'T THINK YOU *WILL*.

I'M...

...I'M *SORRY*.

I'VE BEEN TRYING TO TELL YOU, DAVE--

--YOU'RE *BETTER* THAN THAT.

SOMETIME LATER...

WITH THE *EVIDENCE* YOU PUT TOGETHER AND YOUR *TESTIMONY*, SANDERS IS GONNA BE AWAY FOR A LONG TIME.

NOT ONLY FOR HIS *ENVIRONMENTAL* CRIMES--

--BUT FOR THE *MURDER* OF YOUR *BROTHER*, AS WELL!

DO YOU THINK YOU COULD... *UM*... *CHANGE*...?

THIS'LL *PROBABLY* BE EASIER IF YOU'RE NOT SO... *GOOPY*...!

THE *MUCK'S* MY *NATURAL STATE* NOW--

DAVID KALEN, THIS IS *JOHN JAMESON* AND *ED WHELAN*. THEY'RE FROM *RAVENCROFT* PSYCHIATRIC HOSPITAL. BELIEVE ME, I'M *SURE* THAT THEY CAN HELP YOU--

--MOSTLY BECAUSE THEY'VE BEEN IN *SIMILAR SITUATIONS* THEMSELVES!

--IT TAKES A LOT OF *EFFORT* TO BE *DAVID*, BUT...

LISTEN, SPIDER-MAN--*THANKS*! FOR SAVING SANDERS' LIFE --FOR SAVING *MY* LIFE--

--FOR, Y'KNOW-- JUST *BEING THERE*!

I *OWE* YOU!

"YEAH, I *DO* FEEL PRETTY GOOD ABOUT THIS ONE --THAT I WAS ABLE TO DO THE *RIGHT THING*--

"--AND THAT MAYBE I WAS EVEN ABLE TO PASS SOME OF THAT ALONG...!"

end.

A SPIDER-MAN SPECIAL EVENT

#1 IN A 2 ISSUE LIMITED SERIES!

APPROVED BY THE COMICS CODE AUTHORITY

SPIDER-MAN · PUNISHER

FAMILY PLOT

FEB

MARVEL SPIDERMAN GROUP

Tom Lyle 95
Scott Hanna

MANHATTAN. THE SAN GENARO NEIGHBORHOOD--A NEIGHBORHOOD SUPPOSEDLY CONTROLLED BY THE GERACI FAMILY. IT'S A CLEAR, CRISP DECEMBER EVENING. **CHRISTMAS** IS ON ITS WAY. IN THE AIR. CAN'T YOU JUST SMELL THE...

...GUNSMOKE?!?

MY **DAD**!! DON GERACI, THEY **SHOT** MY DAD!!

GEEZ, JEFF! WHO **IS** THIS GUY?!? HE'S GOT US **PINNED DOWN** WITH HIS SHOOTING.

BLAM BLAM BLAM

YEAH, WELL, **YOU'RE** THE ONE WHO MISSED THE EASY SHOT ON **DON GERACI**, MARLOWE. WE CAN'T EVEN DO A SIMPLE **HIT** RIGHT.

VINNIE. OH, VINNIE, NOT **YOU** FIRST...

D-DON GERASI... LOOK...

THAT MAN... HE'S BEEN **SHOT!**

...SPIDER-MAN.

TIME TO PLAY DO-GOODER. THOSE FOLKS NEED HELP.

SPIDER-MAN! **SHOOT** HIM!

K-POW! K-POW! K-POW!

FAMILY PLOT

PART ONE: THE FALL

TOM LYLE • WORDS
McMANUS, HARRIS, MANLEY & GIORDANO • PENCILS
EMBERLIN, BREEDING, IVY, MANLEY, MILGROM & STARR • INKS
JANICE CHIANG • LETTERS
MALIBU • COMPUTER COLOR
MARK BERNARDO • COLORS
TOM BREVOORT • EDITOR
BOB BUDIANSKY • EDITOR IN CHIEF

IT HAD ALWAYS BEEN IN HIS NATURE... TO HELP PEOPLE, THAT IS.

THEN, HE ACQUIRED SOMETHING SPECIAL... THE **POWERS** WHICH ALLOWED HIM TO BECOME SPIDER-MAN.

WITH THAT CHANGE, **HELPING** PEOPLE ACHIEVED A WHOLE NEW LEVEL OF MEANING.

SO, WHEN HE SPOTS THE INJURED MAN IN NEED, IT'S **SPIDER-MAN** WHO ANSWERS THE CALL... NOT BEN REILLY.

BUT...

I GET REALLY *TIRED* OF PEOPLE I'M TRYING TO HELP **SHOOTING** AT ME.

HEY! CUT IT OUT! I'M HERE TO HELP.

NO ONE GETS KILLED WHILE I'M HERE, OKAY?

GET AWAY. THOSE GUYS SHOT MY FATHER. THEY'VE GOT TO DIE!!

THWIP

YOU'RE INTERFERING IN FAMILY BUSINESS!!

IT BECOMES **MY** BUSINESS WHEN PEOPLE ARE SHOOTING AT EACH OTHER!

YOU!!

DON'T EVEN *THINK* ABOUT USING THAT GUN, OR YOU'LL END UP IN A WEB OVERCOAT, TOO.

UH-OH.

"MY OTHER TWO PLAYMATES SEEM TO BE TRYING TO RUN HOME TO THEIR MOTHERS.

"I DON'T HAVE *TIME* TO DEAL WITH THEM NOW, SO..."

...A *SPIDER TRACER*'LL HELP ME TRACK THEM DOWN AS SOON AS I'M FINISHED HERE.

"*MISSED!!!*

"I LET THIS *KNUCKLEHEAD* KEEP ME OCCUPIED TOO LONG AND THAT GAVE THEM A GOOD HEAD START ON ME."

KNUCKLEHEAD?!?

WHO THE *HECK* DO YOU THINK YOU ARE, ANYWAY?!? YOU LOOK SORTA LIKE SPIDER-MAN, BUT--

I *AM* SPIDER-MAN. I CAME HERE TO HELP THIS HURT MAN.

NO. WE NEED NO HELP HERE.

SUIT YOURSELVES. I'M OUT OF HERE.

BESIDES, I HEAR SIRENS APPROACHING, SO THAT MAN WILL BE TAKEN CARE OF.

WHEEEEEEOOOO

THAT'S FOR SURE! WE DON'T WANT ANY HELP FROM *YOUR* KIND!!

I JUST GET BACK INTO TOWN FOR *THIS*?!? MY DAD GETS SHOT AND SPIDER-MAN GETS IN MY WAY.

SPIDER-MAN... YOU'LL PAY FOR THIS. THIS IS A MATTER OF FAMILY *HONOR*, NOW.

I'LL *GET* YOU AND THE GUYS THAT SHOT MY DAD, IF IT'S THE LAST *FREAKIN' THING* I DO.

THE NEXT MORNING.

8:30 A.M.

MOVE IT, REILLY! MOVE IT!!

PEOPLE ARE COUNTING ON YOU!

IT'S BAD ENOUGH THAT I NEVER CAUGHT UP WITH THOSE OTHER TWO GUYS LAST NIGHT.

NOW I GO AND OVERSLEEP. I *NEVER* DO THAT.

I STILL CAN'T BELIEVE I MISSED THOSE GUYS WITH THAT SPIDER TRACER.

OH, WELL--

The DAILY GRIND

GUESS IT'S TIME TO FACE THE MUSIC--

SHIRLEY, I'M SORRY. I--UH--HI, KATHY. WHERE'S SHIRLEY?

SHIRLEY WASN'T FEELING WELL TODAY, SO SHE ASKED ME TO OPEN UP FOR HER.

AND IF YOU'RE THINKING THAT YOU HAVE TO APOLOGIZE FOR BEING LATE, DON'T.

SHE'S USED TO PEOPLE NOT EVEN SHOWING UP AT ALL. THAT'S HOW BAD THINGS HAVE BEEN AROUND HERE.

SO, LIGHTEN UP, BEN.

MISS? I'D LIKE SOME MORE OF THE PERUVIAN SPRING WATER DECAF COFFEE, PLEASE.

OKAY, OKAY. I SUPPOSE THE GUILT THING *DOES* WEAR THIN AFTER A WHILE.

JUST THEN...

HI, MOM!!

STEVIE!!

WELL, IF IT ISN'T KATHY SOMERS, MY FAVORITE EX-WIFE.

HELLO, STEVE.

I BROUGHT STEVIE BACK THIS MORNING, JUST LIKE I SAID I WOULD.

MOM! DAD'S GONNA GIVE ME A KEY TO HIS PLACE, SO I CAN VISIT THERE *ANY TIME* I WANT. ISN'T THAT *GREAT*?!?

HI, STEVIE. I MISSED YOU *SO* MUCH THIS WEEKEND.

WHO *IS* THIS GUY?!?

HE'S MAKING MY SPIDER SENSE GO OFF LIKE *CRAZY*.

HE LOOKS *REALLY* FAMILIAR, TOO. *CAN'T* PLACE WHERE I'VE SEEN HIM BEFORE, THOUGH.

BEN...COME OVER HERE AND MEET MY SON.

HI, STEVIE.

I GUESS THAT I SHOULD INTRODUCE MY EX-HUSBAND STEVE MARLOWE, TO YOU, TOO.

HI, STEVE. I'M BEN.

BEN REILLY. I--

YEAH. GREAT. NICE TO MEET YOU.

WAIT A MINUTE, REILLY.

HE'S GOT A GUN UNDER HIS COAT.

THAT MUST BE WHY HE SET OFF MY SPIDER SENSE.

LISTEN, I KNOW IT'S TECHNICALLY NONE OF MY BUSINESS, BUT IS THERE A REASON FOR YOU TO BE CARRYING A GUN?

GUN?!? THERE'S NO GUN HERE. YOUR EYES MUST BE BLURRY FROM SNIFFING COFFEE FUMES ALL DAY LONG.

BUT, DADDY--

I CAN'T BELIEVE YOU'RE CARRYING A WEAPON AROUND OUR SON!! DON'T YOU EVER DO THAT AGAIN!!

DON'T YOU TRY AND BOSS ME AROUND...

I THINK YOU'D BETTER LEAVE.

YOU...

HEY!

THIS WOULDN'T HAVE HAPPENED IF YOU'D KEPT YOUR MOUTH SHUT.

DODGE ALL YOU WANT, REILLY. YOU'RE GONNA PAY FOR FLAPPIN' YOUR GUMS TOO MUCH.

I DON'T THINK SO.

SMAAACKK!!

QUIT PICKING ON MY *DADDY*! LEAVE HIM ALONE!

STEVIE-- I--I DIDN'T MEAN--

IT'S OKAY, STEVIE. I COULD *BEAT* HIM, BUT I GOT BUSINESS TO TAKE CARE OF. I DON'T GOT *TIME* FOR THIS CLOWN.

CALL ME ALL THE NAMES YOU WANT, BUD, BUT I *KNOW* I'VE SEEN YOU SOME-PLACE BEFORE, AND IT *WASN'T* AT A LADIES AUXILIARY MEETING.

I THINK I NEED TO LEARN SOME MORE ABOUT STEVE MARLOWE.

ELSEWHERE...

THIS IS *NOT* THE KIND OF BUSINESS WE SHOULD BE *WASTING* OUR TIME ON, DON GERACI!!!

FRANK, I KNOW THE PUNISHER IS NEW TO THE WAYS OF THE "FAMILY," SO I WILL ALLOW YOU YOUR COMPLAINT.

HOWEVER--*THIS* IS A MATTER OF PRIDE. IT CANNOT BE IGNORED.

AN ATTEMPT WAS MADE ON MY LIFE, AND A VALUABLE MEMBER OF OUR FAMILY WAS WOUNDED IN THAT INCIDENT.

I UNDERSTAND DON GERACI, BUT...

DON'T INTERRUPT ME BEFORE I FINISH.

WE WANTED *YOU* TO LEAD US SO THAT THE OTHER FAMILIES WOULD QUIT PERCEIVING US AS WEAK, WITH AN OLD MAN AT THE HELM.

HOW DO YOU THINK THOSE OTHER FAMILIES WILL TREAT US IF WE SHOW NO *PRIDE* AS WELL? WE *MUST* TAKE SOME ACTION HERE.

AS A *GESTURE* TO YOU, I'LL ALLOW THIS TO BECOME A VOTING MATTER FOR THE ENTIRE FAMILY. I THINK YOU MIGHT BE SURPRISED BY THE OUTCOME.

JOEY GERACI CAN FEEL THE OTHERS' DISLIKE FOR HIM--ESPECIALLY THE ASIAN KIM SUNG YOUNG, AND THE OTHER HORSEMAN, MR. HALFTREE.

HE KNOWS THEY THINK HE'S TOO YOUNG TO BE THE DON.

BUT, STILL, HE PRESSES HIS POINT.

I'M TELLING YOU GUYS, HE MUST BE GOTTEN RID OF PERMANENTLY.

AND I NEED YOUR SUPPORT IF IT'S GONNA HAPPEN.

JOEY, LOOK. I MEAN NO DISRESPECT, BUT YOU AIN'T THE DON -YET- AND I THINK YOUR ISSUE IS A DIVERSION FROM FINDING AND DEALING WITH WHOEVER TRIED TO "HIT" DON GERACI.

DON'T REMIND ME!!

THE DEAL I MADE WASN'T SUPPOSED TO INVOLVE AN ATTEMPT TO KILL DON GERACI.

NOT A MEMBER OF THE FAMILY.

HEY, JOEY, DON'T LOOK SO CRUSHED. IT'S NOT THAT I DON'T MAYBE AGREE WITH YOU THAT HE DOES NEED TO BE ELIMINATED. IT'S JUST...

THEIR DISCUSSION IS BROUGHT TO A SCREECHING HALT BY THE APPEARANCE OF VINNIE BARBAROSSA...

VINNIE. YOU LOOK GOOD FOR A MAN THAT'S BEEN SHOT. I'M GLAD THAT YOU'RE UP AND AROUND ALREADY.

YEAH, WELL, IT WASN'T MY TIME YET. JUST ANOTHER DAY ON THE JOB FOR DON GERACI.

YOU GUYS GET ON IN HERE. WE GOT A FAMILY MATTER TO VOTE ON.

A SHORT TIME LATER...

SO THAT'S THE WAY IT'S GOING TO BE, EH?

MAJORITY RULES. THE MEMBERS OF THE FAMILY HAVE SPOKEN.

JUST BECAUSE THE VOTE WENT AGAINST YOU DOESN'T MEAN YOU'RE NOT IN CHARGE... OR THAT YOU DON'T HAVE OUR RESPECT.

I *DON'T* WANT THIS. I *DON'T* WANT TO KILL...

...SPIDER-MAN!!

IT'S A MATTER OF *HONOR* AND PRIDE. WE'VE GOT TO SHOW EVERYONE OUT THERE THAT *WE MEAN BUSINESS!!*

I ALREADY HEARD ALL THAT BEFORE THE VOTE, LESLIE.

JUST BECAUSE I *DISAGREE*...

"...IT DOESN'T MEAN THAT THE *PUNISHER* WON'T DO THE JOB."

WHAT'S THE *MATTER*, CASTLE? YOU AFRAID THAT YOU'RE GONNA *FAIL*... OR GET ARRESTED? THAT WOULD MAKE *ME* NEXT IN LINE TO BE THE DON.

JOEY. JOEY GERACI.

SO PREDICTABLE.

YOU TWO... GET LOST! YOUNG MASTER GERACI AND I HAVE SOME *PRIVATE* BUSINESS TO ATTEND TO.

YESSIR!

NO PROBLEM, SIR.

LATER, JOEY.

GOOD BOYS.

YOU THINK YOU'RE SO SLY, DON'T YOU? WELL, YOU'RE AS OBVIOUS AS THEY COME, KID.

YOU'RE NOT GETTING RID OF ME THIS EASILY.

I'LL BE BACK... AND REMEMBER...

I'M THE DON!!

"I'M THE DON!"

THOSE WORDS STILL RING IN HIS EARS. IT SOUNDS SO WRONG.

THROUGH THIS WHOLE CHAIN OF EVENTS-- THE ODD SITUATION OF BEING THE HEAD OF AN ORGANIZED CRIME FAMILY--THE ONLY THING THAT HAS FELT RIGHT TO FRANK CASTLE HAS BEEN PUTTING ON HIS UNIFORM.

WHEN HE BECOMES-- THE PUNISHER!!

AND IT ALL SEEMS EASIER... USUALLY.

NOT TONIGHT, THOUGH.

HE'S GOT TO FIGURE OUT WHAT TO DO ABOUT SPIDER-MAN. THE FAMILY WANTS HIM DEAD. THAT'S NOT CASTLE'S STYLE. SPIDER-MAN'S AN INNOCENT. THE PUNISHER DOESN'T KILL INNOCENTS.

FIRST THINGS FIRST, THOUGH. HE'S GOT TO FIND SPIDER-MAN.

THEN MAYBE HE CAN FIGURE OUT WHAT TO DO ABOUT THE FAMILY'S ORDER THAT SPIDER-MAN DIE.

I'M VERY DISAPPOINTED IN YOU BOYS.

DON GERACI IS STILL ALIVE.

JEFF PHELPS AND STEVE MARLOWE-- DESTINED TO BE REMEMBERED AS THE MEN WHO BUNGLED THE GERACI HIT FOR ME.

YES, GROVER, YOUR PLAN WAS A GOOD ONE. I JUST SENT *IDIOTS* TO CARRY IT OUT.

IT WAS SUCH A SIMPLE CLEAN PLAN.

DO YOU KNOW HOW THAT MAKES *ME* LOOK, BOYS?

BOSS... I *KNOW* LOOKS BAD, BUT WE CAN MAKE IT UP TO YOU. HOW WERE WE TO KNOW THAT *SPIDER-MAN* WOULD SHOW UP?

I DON'T NEED *EXCUSES*, FOOL!

TO BECOME THE NEW CRIME BOSS OF NEW YORK CITY, I NEED *RESULTS*... NOT *EXPLANATIONS*.

NOT ONLY HAVE YOU TWO FAILED ME, BUT YOU DIDN'T EVEN HAVE THE NERVE TO COME AND FACE ME AFTERWARDS.

YEAH. WHAT WUSSES!!

I HAD A KID AT HOME TO TAKE CARE OF, BOSS.

MARLOWE'S A *FAMILY* MAN, GROVER. I THINK THAT COUNTS IN HIS FAVOR, DON'T YOU?

YOU BET, BOSS.

I'M AFRAID THAT MR. PHELPS WILL NOT FIND HIMSELF SO LUCKY.

Whu...??

YOU'VE GIVEN ME YOUR *LAST* EXCUSE! *NO ONE* FAILS ME TWICE!!

EE!!AAAA-AAaa

GEE, BOSS, THAT WAS *FUN!* WE GONNA DO *MARLOWE* HERE, TOO?

TOMBSTONE NEVER FORGIVES!!

NO. WAIT.

STOP GROVELING, MARLOWE. YOU'RE A *FAMILY MAN*, REMEMBER? THAT EARNS YOU A REPRIEVE-- *THIS* TIME.

BUT--

YOU SEE *THIS* SPHERE, MARLOWE?

Y-YEAH.

UNLIKE THE SPHERE THAT YOUR LATE, LAMENTED PARTNER, MR. PHELPS, JUST ENCOUNTERED...

...*THIS* ONE'S A *BOMB*!!

YOU FOUL UP AGAIN, AND I'LL TIE IT AROUND YOUR NECK AND *TOSS* YOU OFF OF MY BALCONY.

IT'S GOT A DELAYED FUSE, SO YOU'LL HAVE TIME TO DECIDE WHICH IS WORSE--HITTING THE STREET OR BLOWING UP.

WITH *THAT* AS YOUR INCENTIVE, DO YOU THINK YOU CAN HANDLE THE OTHER JOB WE TALKED ABOUT EARLIER ALL BY *YOURSELF*?

SURE, BOSS--NO PROB.

I HOPE HE CAN'T SEE HOW MUCH MY HANDS ARE SHAKING.

SHOOT, BOSS. I WANTED TO KNOW WHAT *FRIED MARLOWE* SMELLS LIKE.

THERE'D BETTER *NOT* BE ANY PROBLEMS.

I WON'T FAIL, I CAN'T.

A SHORT TIME LATER...

IT'S JUST *ANOTHER* HIT. I CAN PULL IT OFF *EASILY* AND BE BACK ON EASY STREET WITH THE BOSS IN NO TIME.

THIS POLICE UNIFORM FITS FINE. THE BOSS HAS *GOOD* CONNECTIONS.

A ROUND'S ALREADY CHAMBERED--FULL CLIP IN THE GUN. WE'RE *READY*.

WHAT IS GOING ON? I *KNOW* THAT MARLOWE'S NOT A COP--SO WHY THE POLICE UNIFORM?

I WAS SURE THERE WAS SOMETHING NOT COPACETIC WITH STEVE MARLOWE WHEN I MET HIM, AND *THIS* CONFIRMS IT.

ALL THAT *GUILT* I FELT FOR GOING THROUGH KATHY'S PURSE AT WORK TODAY WAS WORTH IT!

MR. MARLOWE *NEEDS* WATCHING CLOSELY.

FINDING SPIDER-MAN PROVES MORE DIFFICULT THAN FRANK CASTLE HAD THOUGHT IT MIGHT BE.

THE KEY SEEMS TO BE IN FINDING OUT WHERE SOMETHING **BIG** WILL GO DOWN.

AS THE PUNISHER, HE TRIES ALL HIS USUAL SOURCES FOR THIS SPECIAL SORT OF INFORMATION...

HE SHAKES DOWN A COP ON THE TAKE, BUT LEARNS NOTHING.

HE CATCHES ONE OF HIS USUAL SNITCHES IN THE MIDDLE OF A PURSE-SNATCHING. HE GETS SOME SKETCHY INFORMATION.

THE GIRLS ON THE STREET ARE ONE OF HIS BEST SOURCES. GUYS TALK A LOT IN BED.

CARMINE--PUNISHER'S OTHER GOOD SNITCH--HAS SOME OF THE BEST INFORMATION, AND IT CONFIRMS WHAT THE STREET GIRLS TOLD HIM.

THE "HIT" ON DON GERACI WAS JUST THE BEGINNING. WORD HAS IT THAT MORE HITS ARE TO COME.

THE NAME MOST REPEATED AS THE NEXT TARGET IS VINCE WILLIAMS-- THE CHIEF OF POLICE.

SO CASTLE TAKES UP RESIDENCE ON THE ROOF OF THE BUILDING ACROSS FROM THE CHIEF'S APARTMENT.

IF--NO, *WHEN* SPIDER-MAN SHOWS, I'LL HAVE TO FIGURE HOW I'M GOING TO RESOLVE THE ISSUE OF THE FAMILY'S "*KILL*" ORDER.

ABOUT *TIME*, MAN. I THOUGHT CASTLE WAS *NEVER* GONNA LIGHT SOMEWHERE.

FEELS LIKE WE'VE BEEN ACROSS THE WHOLE CITY THREE OR FOUR TIMES.

I'M *DYIN'* FOR A SMOKE.

HE'S GONE!

WHERE COULD HE...

KLIK!!

MONOLITHIC.

THAT'S THE BEST WAY TO DESCRIBE THE PUNISHER'S APPEARANCE, IF YOU'RE EVER UNFORTUNATE ENOUGH TO ENCOUNTER HIM.

UH... UH...

AND THAT'S THE WAY PUNISHER SEEMS TO THIS LONE, UNFORTUNATE MAN TONIGHT...

YOU'RE VINNIE BARBAROSSA'S KID, MARIO, AREN'T YOU?

Y-YEAH.

SO--SOMEONE IN THE FAMILY HAD ME FOLLOWED.

HOW'D YOU KNOW YOU WERE BEING FOLLOWED?

GIVE ME A BREAK. YOU GUYS ARE ALL AMATEURS.

WHO IN THE GERACI FAMILY HAD ME FOLLOWED?

I AIN'T TALKING.

OH... HE'S A COOL ONE, NOW.

IF I AIM *HERE*, AND PULL THE TRIGGER... YOU *WON'T* DIE. OH, NO.

BUT THERE *ARE* NERVE CLUSTERS HERE. *LOTS* OF THEM-- AND YOU WOULDN'T *BELIEVE* THE PAIN IT CAUSES.

WHEN I GET TO ZERO, I'M GOING TO PULL THE TRIGGER.

FIVE.

FOUR.

THREE.

TWO.

ONE--

--ZER--

DON GERACI!! IT WAS DON GERACI WHO HAD ME FOLLOW YOU.

GOOD BOY.

NOW GO HOME AND TELL THE DON TO LET ME DO MY BUSINESS *MY* WAY OR I'LL HAVE TO RETHINK MY ARRANGEMENT AS TO WHOM I'M WORKING FOR.

AND IF I SEE *YOU* TAILING ME AGAIN... YOU WON'T NEED TO BE NERVOUS OR AFRAID.

YOU'LL BE *DEAD*!!

VIP

NEARBY...

I'VE BEEN FOLLOWING MARLOWE FOR TWENTY MINUTES NOW, AND I STILL DON'T HAVE *ANY* IDEA WHERE HE'S GOING.

OR WHAT HE'S DOING WITH THAT POLICEMAN'S UNIFORM ON.

MARLOWE'S SLOWING DOWN AND LOOKING AROUND! HE MUST BE NEAR HIS TARGET.

WHATEVER *THAT* IS.

STAY CLOSE TO HIM, WALL-CRAWLER.

THAT'S IT! HE'S DRAWING HIS GUN. I'M GOING TO STOP HIM BEFORE HE CAN DO ANYTHI--

HUH?!? SPIDER-SENSE TINGLING--!

WHOEVER'S *SHOOTING* AT ME IS USING A SILENCER. MARLOWE DOESN'T EVEN HEAR IT.

Whang Whang

WHOEVER'S SHOOTING HAD BETTER HOPE THAT MARLOWE DOESN'T *DO* ANYTHING WHILE I'M DEALING WITH *THEM*.

PUNISHER!!

YOU'RE NOT.

YOU CHANGE YOUR TACTICS SINCE YOU WERE EXECUTED? WHY SHOOT AT *ME*? I DIDN'T THINK MY KIND WERE ON YOUR TO-DIE LIST.

BEEN WONDERING IF I COULD CARRY OUT THE GERACI FAMILY'S ORDER FOR SPIDER-MAN'S DEATH.

I CAN'T. I DON'T KILL INNOCENTS. BUT--WHERE DOES THAT LEAVE ME WITH THE FAMILY AND THEIR NEED FOR *REVENGE* AND *HONOR*?

K-POW K-POW K-POW

SHOTS!!

THIS IS *YOUR* FAULT, CASTLE.

THAT MAN WOULD NEVER HAVE GOTTEN THIS FAR IF *YOU* HADN'T INTERFERED.

Ungh!

PHHT

BUT YOU'RE *DEAD!* I READ IT IN THE PAPERS.

ONLY BELIEVE HALF OF WHAT YOU READ--AND SO FORTH AND SO ON.

I *ASSUME* THAT YOU'RE SPIDER-MAN. LOVE THE NEW COSTUME. AM I TALKING TO THE SAME MAN I'VE FOUGHT BEFORE *UNDERNEATH* ALL THAT?

SORT OF. I KNOW *YOU* BETTER THAN YOU KNOW *ME*.

THAT EARNS YOU A TRANQUILIZING SPIDER STINGER, CASTLE. SOMETHING NEW TO GO WITH THE NEW COSTUME.

S-SPIDER-MAN-N-N...

PH PHHT PHHT

MAN, THAT WAS A PIECE OF CAKE. THE POLICE CHIEF NEVER SAW IT COMING! THAT'LL REDEEM ME IN TOMBSTONE'S EYES.

I... WHAT?!!?

PERFECT TIMING, *SPARKY!*

SPIDER-MAN??

RIGHT THE *FIRST* TIME, BIG BOY. NOW TELL ME... *WHAT* JUST WENT DOWN?

I'M NOT TALKING TO *YOU.*

I WAS *HOPING* YOU'D BE DIFFICULT!

FEEL LIKE TALKING NOW?

UNH UH UH. DON'T LOOK DOWN, SPARKY. IT'S *WAY* TOO SCARY.

I'M NOT SCARED OF YOU. I *KNOW* YOUR REP. YOU DON'T *HURT* PEOPLE.

LOOK AT THE COSTUME. IT'S *DIFFERENT*, ISN'T IT? WHAT MAKES YOU THINK THAT I'M THE SAME GUY? WHAT IF I TOLD YOU I'M *NOT* THE SAME GUY-- *GUARANTEED!*

YOU *STILL* THINK I WON'T DROP YOU?

OKAY. OKAY. I JUST OFFED THE POLICE CHIEF, VINCE WILLIAMS--*AND* I WAS PART OF THE ATTEMPTED HIT ON DON GERACI--

SO...WHO'S YOUR BOSS? YOU'RE NOT DOING ALL OF THIS FOR KI-I-C-CKS...

SPIDER-SENSE--*GUN SHOTS!!*

NO-O-OO. I'LL COOPERATE.

NO! HE'S **MINE!**

THE PUNISHER!!

I'M IMPRESSED THAT YOU RECOVERED FROM MY STINGER SO QUICKLY, CASTLE!!

BUT I'M GETTING REALLY TIRED OF YOU BEING IN MY WAY!

WHAP

PUNISHER ROLLED WITH MY PUNCH--

IS KILLING PEOPLE PART OF YOUR DEAL NOW? IS THAT THE REASON FOR THE NEW COSTUME?

MARLOWE'S NOT DEAD!

IS HE MADE OF RUBBER? YOU THREW HIM OFF OF THE ROOF!!

LOOK OVER THE EDGE, CASTLE.

THERE WAS A *FIRE ESCAPE* BELOW MARLOWE!!

HE'S GETTING *AWAY*!!

AND IT'S *YOUR FAULT*, SPIDER!

I HEARD THIS MARLOWE GUY SAY *HE* WAS IN ON THE ATTEMPT ON DON GERACI'S LIFE.

I'VE GOT TO MEMORIZE THIS GUY'S *FACE* BECAUSE *I'M* GOING TO BE THE ONE TO TAKE HIM OUT OF PLAY.

STAY *OUT* OF MY WAY, SPIDER. I'M GOING TO TAIL MARLOWE SO THAT I CAN FIND HIS *BOSS*-- AND THEN *KILL THEM BOTH*!!

VIING

VIIP

VIING

NOT IF I GET THERE *FIRST*, YOU WON'T, CASTLE!

THE PUNISHER SHOWING UP WAS THE *BEST* CHRISTMAS GIFT I COULD GET THIS YEAR.

I WISH I HADN'T TOLD THAT GUY IN THE SPIDER-MAN SUIT *ANYTHING*, BUT AT LEAST I DIDN'T GIVE UP THE BOSS'S NAME.

SPEAKING OF WHICH... I GOTTA REPORT IN TO *TOMBSTONE*. THIS HIT WILL GET ME BACK *IN LIKE FLINT* WITH HIM.

DILL, THIS PLAN YOU'VE WORKED OUT FOR ME IS PURE *GENIUS*. I ALREADY HAVE A MAN IN PLACE IN THE SYSTEM TO TAKE OVER FOR THE POLICE CHIEF...

I *HAD* SOMEONE IN PLACE IN THE GERACI FAMILY, BUT WITH OLD MAN GERACI *STILL ALIVE* THAT DOESN'T HELP ME AT ALL--*YET*.

TOMBSTONE--*CRIME BOSS* OF NEW YORK. IT HAS A *NICE* SOUND TO IT, DOESN'T IT?

SURE *DOES*, BOSS.

BOSS--I *HATE* TO INTERRUPT THAT TRAIN OF THOUGHT, BUT MARLOWE'S ON HIS WAY UP HERE.

HEY, *BOSS*. THE HIT WENT OFF LIKE CLOCKWORK. THAT VINCE WILLIAMS, THE POLICE CHIEF, IS PLAYING A VIOLIN WITH LOTS OF OTHER DEAD COPS NOW.

ALL RIIIGHT, MARLOWE!! WAY TO GO! HEY, DILL, DIDN'T I *TELL* YOU THAT "FAMILY MAN" HERE WOULD COME THROUGH?

SO, WITH THE HIT ON THE CITY COUNCILMAN, GIANELLI, GOING DOWN TONIGHT, TOO, THINGS ARE MOVING LIKE LIGHTNING NOW.

I'LL BE *BOSS* OF THIS TOWN BEFORE IT EVER KNOWS WHAT HIT IT.

HEY, WHAT'S THIS?!?

BOSS-- MARLOWE'S GOT SOME SORT OF SPIDER THING ON HIS JACKET!

Menu

THAT'S A SPIDER TRACER, FOOL!

SNAAACK

MARLOWE, YOU ARE AN INCOMPETENT LOSER, AFTER ALL!!

SPIDER-MAN WILL BE ABLE TO FOLLOW ITS SIGNAL RIGHT TO US.

GIVE ME THAT THING, DILL.

THIS MAKES TWO TIMES YOU'VE FAILED ME, MARLOWE.

CRUNCH

I HOPE YOUR FAMILY HAS GOOD LIFE INSURANCE ON YOU!

AT THAT SAME MOMENT IN THE APARTMENT OF KATHY SOMERS--

STEVIE, YOU'VE GOT TO GO TO BED. TOMORROW'S A SCHOOL DAY.

AW, MOM. DAD NEVER TELLS ME WHEN TO GO TO BED. YOU'RE BEING MEAN.

I THINK I'LL USE THIS KEY THAT DAD GAVE ME AND GO BACK AND LIVE WITH HIM.

NOT TONIGHT YOU WON'T, YOUNG MAN.

HEY. NO FAIR! DAD GAVE THAT KEY TO ME. HE'S ALWAYS GIVIN' ME STUFF. HE'S SO COOL.

"YOU MAY THINK YOUR DAD IS COOL, STEVIE..."

...BUT I'M YOUR MOTHER AND YOU LIVE WITH ME-- AND I SAY YOU'RE GOING TO BED NOW.

GOOD NIGHT, STEVIE. I LOVE YOU.

DAD'S A GREAT MAN. HE'S BIG AND STRONG NO ONE CAN PUSH HIM AROUND LIKE MOM PUSHES ME AROUND.

WORM!!

IT'S TIME TO *FINISH* YOU OFF!

THWAAP

ISN'T *SEVEN YEARS* BAD LUCK FROM BREAKING THAT MIRROR WITH MARLOWE'S POOR HEAD *ENOUGH* FOR YOU?

YOU HAVE TO *KILL* HIM, TOO?

SPIDER-MAN!!

I *THINK*?

THE COSTUME MAY BE *DIFFERENT*, BUT I'M THE *REAL DEAL*, TOMBSTONE.

WHOMP

WELL, YOU'LL BE A REAL *DEAD* DEAL AFTER I'M *THROUGH* WITH YOU...

TOO *BUSY* MAKING SURE MARLOWE'S OKAY. FORGOT HOW *FAST* TOMBSTONE IS.

I CAN KEEP THIS *TAP DANCE* UP ALL NIGHT, TOMBSTONE.

I'LL *GET* YOU, SPIDER-MAN-- THEN I'LL *KILL* YOU.

MAYBE I CAN HELP OUT THE BOSS HERE.

C'MON, *UGLY*--YOU CAN DO *BETTER* THAN THAT!!

MORE LIKE *THIS*, TOMBSTONE!

DON'T *WARN* HIM-- JUST *SHOOT*!!

TRUSTY OL' SPIDER-SENSE WARNED ME JUST IN TIME!

BLAM

DILL!! YOU FOOL!! WATCH WHERE YOU'RE SHOOTING!

THAT STINGS!!

K-POW K-POW

PUNISHER!

YES!! RIGHT PLACE AT THE RIGHT TIME!

GEE, BOSS--I'M SORRY!

WHAPP

K-POW

YOU INTERFERING *IDIOT!!*

EVEN *TWO* GUNS WON'T HURT ME, PUNISHER. MY ROCK-HARD SKIN IS *IMPERVIOUS* TO BULLETS.

YOURS MAY BE-- BUT I DON'T THINK ***HIS*** SKIN IS BULLETPROOF. LOOKS LIKE HE'S CAUGHT HIMSELF A *RICOCHET* ROUND!

GROVER!

DON'T THINK I DON'T SEE YOU *SNEAKING* UP ON ME, SPIDER.

STAY BACK AND LET ME DO MY WORK.

YOU JUST *KILLED* A MAN, CASTLE.

AND I'M NOT THROUGH KILLING YET, SPIDER.

I WANT *THIS GUY* AND I WANT *TOMBSTONE.*

YOU LET ME DO MY BUSINESS.

IF YOU *DON'T*-- I'LL TAKE YOU DOWN, TOO.

WHOMP

I'M GONNA START WITH *THIS* GUY-- *MARLOWE!!*

WHY *ME?!?*

BECAUSE *YOU* WERE PART OF THE ATTEMPT ON DON GERACI'S LIFE.

HAHAHA! NOW YOU HAVE *TWO* PEOPLE WHO WANT YOU DEAD, MARLOWE. LOOKS *REALLY* BAD FOR YOU.

DON'T *LAUGH*, PASTY-FACE. *YOU'RE* GOING DOWN WITH HIM.

HUH?

THWAAP

QUIT THREATENING TO *KILL* EVERYONE CASTLE. YOU *KNOW* I WON'T LET YOU DO THAT.

STAY *OUT* OF THIS, SPIDER!

I'LL *KILL* YOU IF I *HAVE* TO.

EVERYBODY--LOOK!! I'M NOT FOOLIN'! THIS IS A BOMB!!

TOMBSTONE--COME OVER HERE WITH ME AND WE'LL GET OUT OF HERE. I'LL SHOW YOU THAT I CAN STILL BE A VALUABLE PART OF YOUR TEAM.

MARLOWE--HUNDREDS OF INNOCENT PEOPLE COULD BE KILLED BY THAT BOMB.

AND YOU WOULDN'T LET ME TAKE HIM OUT!

FAMILY MAN... YOU'VE REALLY REDEEMED YOURSELF WITH THIS ONE!

YOU'VE GOT FIVE SECONDS TO DECIDE WHAT TO DO ABOUT ALL THOSE INNOCENTS, SPIDER-MAN.

HAVE *FUN*, HEROES!!

LET'S *BEAT* IT, BOSS.

I THINK I SHOULDA JUST KILLED *YOU* AFTER ALL, SPIDER.

KA-WHOOM

SHA-WHOOM

TO BE CONTINUED!

MARVEL EDGE
FEB·2

#2 IN A 2 ISSUE LIMITED SERIES!

SPIDER-MAN® · PUNISHER®

FAMILY PLOT

APPROVED BY THE COMICS CODE AUTHORITY

MOMENTS AGO*:

THE PUNISHER AND SPIDER-MAN WERE EMBROILED IN A STRUGGLE WITH TOMBSTONE IN HIS NEW YORK PENTHOUSE APARTMENT... VICTORY SEEMED WITHIN THEIR GRASP...

...UNTIL OUR HEROES FOUND A GRENADE, TOSSED BY ONE OF TOMBSTONE'S MINIONS, ROLLING TO A STOP AT THEIR FEET.

THE ONLY WAY TO SAVE THEMSELVES WAS TO...

...JUMP!

HEY, SPIDER... DON'T YOU THINK IT'S ABOUT TIME YOU DID SOMETHING HERE?!?

STAN LEE presents:

FAMILY PLOT

PART TWO:

redemption

story **TOM LYLE** pencils **JOE BENNETT** inks **MIKE WITHERBY** with **TOM WEGRZYN**

letters **OAKLEY / NJQ** colors **CHRIS MATTHYS** edits **CHRIS COOPER** edits in chief **BOBBIE CHASE**

computer color by **MALIBU**

*SEE SPIDER-MAN/ PUNISHER: FAMILY PLOT #1. --CHRIS

PUNISHER WON'T BE CHEATING DEATH *THIS* TIME... UNLESS I HELP HIM! OR *SHOULD* I?

AFTER ALL, HE IS A CONVICTED KILLER, LAWFULLY SENTENCED TO DEATH. I COULD JUST...

...NO...I CAN'T DO THAT!

HANG ON, *CASTLE*. YOU'RE GOING FOR THE *RIDE* OF YOUR LIFE.

JUST AS LONG AS I'M *ALIVE* AT THE END OF IT, SPIDER.

THWIIP!!

NO PROBLEMO, *MISTER* PUNISHER, SIR.

YEAH... *RIGHT*!!

LISTEN, WISEACRE. I STARTED OUT WITH THE INTENT TO *KILL* YOU. IT APPEARS THAT I'VE GOT YOU IN A GOOD POSITION TO FINISH THAT JOB.

WHATTYA *MEAN*, "YEAH...RIGHT"?!?! I'M THE ONE WITH THE *GUN*, PAL.

YOU'VE BEEN *INTENTION-ALLY* MISSING ME WITH YOUR SHOTS SO FAR, CASTLE.

NOT ONLY *THAT*, BUT MAYBE YOU HAVEN'T THOUGHT THIS THROUGH. IT'S A *LO-O-O-NG* WAY TO THE STREET BELOW.

WHEN I MISSED THOSE SHOTS EARLIER, I WAS STILL TRYING TO MAKE UP MY MIND AS TO WHETHER OR NOT I REALLY *WOULD* KILL YOU.

I'VE MADE UP MY MIND. YOU'RE GOING DOWN.

YOU CAN SAY WHATEVER YOU WANT, BUT I *KNOW* YOU'RE NOT GOING TO SHOOT ME...

...MY *SPIDER-SENSE* ISN'T TINGLING.

OKAY. SO, YOU'RE A *GENIUS* AND YOU FIGURED THAT OUT.

WHERE'S *THAT* LEAVE US?!?

I DON'T LIKE YOU, CASTLE. I DON'T LIKE THE WAY YOU OPERATE...

...BUT OUR ONLY CHANCE OF STOPPING TOMBSTONE IS TO WORK *TOGETHER*, ON ONE *CONDITION*--

--NO KILLING.

OH, MAN...HE DIDN'T *KILL* HIM. THIS IS *BAD*!!

HE *HAS* TO KILL HIM!

OKAY. WE WORK *TOGETHER*. BUT...

...TOMBSTONE'S CRONY--*STEVE MARLOWE*-- HE'S GOT TO GO DOWN, TOO. THEY'RE *BOTH* BEHIND AN ATTEMPT ON THE LIFE OF SOMEONE IN MY 'FAMILY'.

FAMILY? I THOUGHT HIS FAMILY WAS *DEAD*.

TWELVE-FOOT CEILING, HUDSON RIVER VIEW, WORKING FIREPLACE...ALL UP IN SMOKE, THANKS TO YOUR GRENADE, MARLOWE.

BUT DESTROYING MY PENTHOUSE DID ELIMINATE SPIDER-MAN AND THAT PUNISHER PEST PERMANENTLY.

YEAH. QUICK THINKIN', huh, TOMB-STONE ?!?

DON'T GET COCKY!!

YOU'RE LUCKY YOU DID SOMETHING TO EXONERATE YOURSELF IN MY EYES. YOU SCREWED UP THE HIT ON DON GERACI AND YOU LED SPIDER-MAN TO MY PENTHOUSE.

NOT MANY PEOPLE LIVE TO SEE ANOTHER DAY AFTER TWO SCREW-UPS FOR ME.

uh...I GUESS THAT GRENADE WAS A PRETTY GOOD IDEA AFTER ALL.

BETTER KEEP THOSE GOOD IDEAS COMING. YOU DON'T GET ANY MORE MISTAKES...

...NO MATTER WHAT!!

OKAY.

GOOD. MY PROBLEM NOW IS FINDING A BASE FROM WHICH TO ORGANIZE MY RISE AS CRIME BOSS OF NEW YORK, SINCE I NO LONGER HAVE A PLACE TO STAY IN.

uh...YOU COULD USE MY PLACE. IT'S REALLY CLOSE BY.

GOOD ANSWER, KID.

MEANWHILE, IN THE RUINS OF THE PENTHOUSE...

MAKE YOURSELF *USEFUL*, CASTLE, AND HELP ME PUT OUT THESE SMALL FIRES.

I DON'T DO FIRES. I'M ONLY HERE TO LOOK FOR A TRAIL THAT LEADS TO TOMBSTONE AND MARLOWE.

THAT'S...unggh... THE WAY TO MAKE A GREAT TEAM.

IT APPEARS TOMBSTONE'S RIGHT-HAND MAN, *GROVER DILL*, IS STILL *DEAD* THANKS TO YOU.

HE WAS *GUILTY* IF HE WORKED FOR THAT *ALBINO*. THAT MAKES HIM EXPENDABLE.

I THINK THAT THIS MAN YOU'RE SHOWING SO MUCH *COMPASSION* FOR WAS PROBABLY THE BRAINS BEHIND TOMBSTONE'S PLANS. OL' SCARY-FACE HIMSELF ISN'T SMART ENOUGH TO PLAN A CRIME BOSS TAKE-OVER.

GOOD. THEN WE'VE *HURT* HIM.

THE *SPIDER-TRACER* I STUCK TO STEVE MARLOWE'S JACKET!

TOO MANY PEOPLE ARE GETTING *HURT* HERE. AND IF I TAKE STEVE MARLOWE DOWN LIKE I NEED TO, I'LL BE HURTING HIS SON, *STEVIE*, AND HIS EX-WIFE, *KATHY*, TOO.

"IT'S HARD TO BELIEVE ALL THIS MESS GOT STARTED ONLY *THIS MORNING*, WHILE KATHY AND I WERE WORKING OUR SHIFT AT THE *COFFEE SHOP*.

"EVEN *THEN*, THERE WAS SOMETHING ABOUT MARLOWE THAT I DIDN'T LIKE. STEVIE *WORSHIPPED* HIM, THOUGH.

Coffee Shop

"I COULDN'T SHAKE THAT *FEELING* ABOUT MARLOWE, SO AFTER WORK I FOLLOWED HIM...

"...AND DISCOVERED HE WAS A KILLER FOR THE *MOB*.

"I TRIED TO *SCARE* HIM INTO TELLING ME WHAT FAMILY HE WORKED FOR. IT DIDN'T WORK...

"...PARTLY DUE TO INTERFERENCE FROM THE *PUNISHER*--WHEN HE ATTACKED *ME!*

"MARLOWE ESCAPED, BUT HE WAS TOTING A SPIDER-TRACER THAT LATER LED ME TO HIS BOSS...

"...*TOMBSTONE.*

"JUST AS IT LOOKED LIKE CASTLE AND I WERE GOING TO BRING DOWN TOMBSTONE, MARLOWE TOSSED THAT GRENADE...

"...AND PUNISHER AND I WERE FORCED TO USE THE *NEAREST EXIT.*"

HEY, SPIDER...

WHAT'S UP WITH YOU?!?

I WAS JUST TRYING TO FIGURE OUT WHERE TOMBSTONE AND MARLOWE MIGHT HAVE GONE.

I HAVE AN IDEA OF ONE PLACE THEY MIGHT GO.

THEY'RE OUT THERE SOMEWHERE. AND I'M GOING TO TAKE THEM DOWN ANY WAY I CAN.

THEN WHAT ARE WE STANDING AROUND HERE CHEWING THE FAT FOR?

THEN I HAVE THE GERACI FAMILY TO DEAL WITH.

WHEN SPIDER- MAN MEDDLED IN THE WAR BETWEEN TOMBSTONE AND THE GERACIS, THE SPIDER ENDED UP ON THE GERACI HIT LIST. AND SINCE I'M TRYING TO PROVE MYSELF AS BOSS OF THE GERACI FAMILY, IT FELL TO ME TO PLAY SPIDER-KILLER.

I'VE GOT TO FIGURE OUT HOW TO MAKE THOSE FOLKS HAPPY WHEN THIS IS OVER, SINCE I'VE GONE AGAINST THEIR WISHES AND DECIDED NOT TO KILL SPIDER-MAN.

SOMEHOW, I THINK THAT'S GONNA BE A TOUGH THING TO PULL OFF.

ESPECIALLY SINCE I HAVE NO IDEA AT ALL ON HOW TO GO ABOUT IT.

THE GERACI MANSION, OUTSIDE NEW YORK CITY.

THE REPORT WE GOT FROM MARIO *PROVES* IT!!

NOT ONLY DID CASTLE *NOT* KILL SPIDER-MAN, BUT HE THREATENED TO KILL A MEMBER OF OUR FAMILY-- *MARIO.**

* IN SPIDER-MAN/PUNISHER: FAMILY PLOT #1. --CHRIS

THAT *PROVES* HE'S TOO DANGEROUS. I SAY WE CUT OUR LOSSES AND TAKE HIM OUT WHILE WE CAN!

MAYBE JOEY'S RIGHT, *DON GERACI*. WHAT YOU THINKING 'BOUT ALL THIS, *LESLIE*?

YOU'RE ALL JUMPING THE GUN.

VINNIE, I KNOW IT DOESN'T LOOK GOOD SINCE THE PUNISHER THREATENED TO KILL YOUR SON, MARIO...

...BUT I JUST CAN'T HELP FEELING THAT THE FAMILY HASN'T GIVEN CASTLE ENOUGH TIME TO REALLY PROVE HIMSELF--ONE WAY OR THE OTHER.

NOT ONLY *THAT*, BUT WE KEEP TESTING HIM. WHY *SHOULD* HE TRUST US?

YEAH. THAT'S TRUE...WHAT'S *WITH* YOU, JOEY? YOU'RE TWITCHIN' LIKE A BUG UNDER A MAGNIFYING GLASS.

NOTHIN'. JUST THINKING ABOUT SOME STUFF.

WHEN I MADE THAT DEAL WITH TOMBSTONE TO BECOME HEAD OF THE GERACI FAMILY, I DIDN'T KNOW THAT HE'D ACTUALLY TRY AND *KILL* DON GERACI.

THERE'S MORE TO FRANK CASTLE THAN *ANY* OF US CAN KNOW. HE MAY *YET* KILL SPIDER-MAN. SO HE STAYS.

FOR NOW.

BUT IF CASTLE FAILS US...

STUPID!!

I'VE *REALLY* GOT TO COVER MY BUTT ON THIS ONE.

...HE'LL WISH HE'D *DIED* IN THAT *ELECTRIC CHAIR*.

MEANWHILE...

...IN THE BEDROOM OF LITTLE STEVIE MARLOWE... HIS MOTHER'S APARTMENT...

I CAN'T SLEEP. I DON'T WANT TO SLEEP.

I'M SO MAD AT MOM. SHE'S GOT TOO MANY RULES.

AND SHE'S MEAN TO ME.

NOT LIKE DAD. HE LETS ME DO PRETTY MUCH WHAT I WANT. VIDEO GAMES, MOVIES... ANYTHING.

I'M GONNA GO LIVE WITH HIM.

THOR

FIRST...I'VE GOT TO GET THE KEYS TO DAD'S PLACE BACK FROM HER.

THEN WE'RE ON OUR WAY.

MAN, IT'S DARK

EEEE

"...AND ONCE I GET TO *DAD'S APARTMENT*, IT'LL BE JUST ME AND HIM, AND NOBODY TO TELL US WHAT TO DO!"

SO WHAT *NOW*, BOSS?

WHERE DO I *GO* FROM HERE? THAT *GROVER DILL* HAD TO GO AND GET HIMSELF KILLED AND HE HAD THE *WHOLE* PLAN IN HIS HEAD.

HE SAID WE SHOULDN'T LEAVE A PAPER TRAIL.

PROBLEM IS...I GOT *NO* TRAIL, NOW.

urr uumpph duin nubin!!

DON'T *INTERRUPT* ME WHEN I'M *THINKING!!*

NOW WHERE *WAS* I?

I *GOT* IT!!

THE *MAYOR!!* WE TAKE HIM OUT *TONIGHT*...I KNOW *HE* WAS ON DILL'S LIST.

BOSS, I'M NOT SURE WE CAN DO THAT. WITH ALL THE OTHER HITS THAT HAVE GONE DOWN, THEY'VE BEEFED UP SECURITY EVERY-WHERE.

EVEN THE MAYOR'S GOT... *uh*...GOT...*uh*, FORGET I SAID ANYTHING.

WHEN I WANT YOUR OPINION...

...I'LL ASK FOR IT!!

HI, DAD. IT'S ME. WHAT'S ALL THE NOISE? I...*uh*...I...

STEVIE!! SON, WHAT ARE YOU *DOING* HERE?!? GO HOME, *RIGHT* NOW!

PLEASE!!

YOU-- THE *KID*-- *NOW!!*

BOSS-- *PLEASE*--DON'T HURT MY KID. IF YOU LET HIM GO, I *PROMISE* IT WILL BE OKAY.

BOSS-- HE'S MY *ONLY* SON!

THE KID HAS SEEN *TOO* MUCH.

I'M GONNA KEEP HIM HERE UNTIL MY PLANS ARE ALL WRAPPED UP AND I'M THE NEW *CRIME BOSS* OF NEW YORK.

YOU TWO!!

YOU JUST VOLUNTEERED TO TAKE GORDY'S PLACE, SINCE HE WENT AND DIED ON ME JUST 'CAUSE I *SMASHED* HIM INTO A WALL.

YOU TWO WILL BE PARTNERED WITH MARLOWE, HERE, FOR THE HIT ON THE MAYOR.

DON'T SCREW UP, MARLOWE, OR YOU'LL *ALL* END LIKE GORDY... OR *WORSE!!*

HERE. PUT THIS UNIFORM ON, JOHN.

ACME

KID. YOU GOT A *CHOICE*--

THEN, THE KID CAN GO FREE.

YEAH, FREE-- *RIGHT!!*

--EITHER I KEEP YOU *GAGGED* ALL THE TIME--

DADDY...

--OR YOU KEEP YOUR MOUTH *SHUT* AND BE GOOD AND QUIET.

IT'S *YOUR* CHOICE, KID.

ACME

DADDY-- DON'T LEAVE ME HERE--

I'LL BE *BACK*, SON. I *PROMISE.*

PLEASE...*DON'T* LET HIM *HURT* MY SON.

MEANWHILE, BACK AT STEVIE'S HOUSE, IN THE BEDROOM OF HIS MOTHER, KATHY SOMERS...

STEVIE!!

ugh. WHAT AN AWFUL DREAM.

I'VE GOTTA LAY OFF THE BURGERS AT THE COFFEE SHO--

THE KEY TO STEVE'S APARTMENT. IT'S GONE!!

STEVIE'S RUN AWAY FROM HOME!!

"HE'S GOT TO BE ON HIS WAY TO HIS FATHER'S APARTMENT!"

THERE'S AN *INNOCENT BOY* IN MARLOWE'S APARTMENT, SPIDER. WE DON'T MAKE A *MOVE* IF IT PUTS THAT KID IN DANGER.

EASY, CASTLE. MY FIRST CONCERN IS FOR THE CHILD, TOO...

...MORE THAN YOU KNOW! THAT'S *STEVIE* IN THERE-- KATHY'S KID! BUT EVEN IF WE KEEP HIM FROM GETTING HURT *PHYSICALLY*...

...WHAT'S TAKING HIS *DAD* DOWN GONNA DO TO HIS *HEAD*?

NOW, BE *QUIET* FOR A MINUTE. I WANT TO HEAR WHAT TOMBSTONE IS SAYING.

LOOK, KID. GO SIT DOWN OVER THERE AND KEEP *QUIET*. IF YOUR DADDY'S GOOD, THE HIT ON THE MAYOR WILL GO DOWN EASY AND HE'LL BE BACK SOON.

MY DADDY WOULDN'T KILL ANYONE.

DREAM ON, KID.

IF HE SCREWS *THIS* UP, THOUGH, *I'LL* BE THE ONE DOING THE KILLING... OF YOUR PRECIOUS DADDY.

THE MAYOR!!

GOTTA STOP MARLOWE...BUT I CAN'T LEAVE STEVIE IN THE CLUTCHES OF THAT MADMAN!!

LOOKS LIKE YOU GOT A REAL DILEMMA HERE, SPIDER. YOU'RE GONNA *HAVE* TO TRUST ME TO TAKE CARE OF ONE OF THESE THINGS WITHOUT YOU BEING RIGHT THERE BESIDE ME.

I WANT TOMBSTONE.

NO.

STEVIE'S SAFETY IS *MY* RESPONSIBILITY.

HAVE IT *YOUR* WAY, THEN. *I'M* OFF TO THE MAYOR'S, WHERE ME AND MY PAL *MARLOWE* CAN HAVE A CHAT.

NO KILLING, CASTLE.

I DON'T THINK YOU'VE GOT MUCH SAY IN THE MATTER, SPIDER.

BUT I'LL BRING MARLOWE BACK *ALIVE*. NOT BECAUSE IT'S WHAT *YOU* WANT, BUT BECAUSE *I* WANT IT.

JUST BE SURE THAT *TOMBSTONE'S* STILL HERE WHEN I GET BACK.

THE CHILD'S SAFETY COMES BEFORE ANY VENDETTA, CASTLE.

THWIP

THWIP

OKAY, *SPIDEY*, LET'S SEE YOU PUT YOUR MONEY WHERE YOUR MOUTH IS AND GET STEVIE MARLOWE OUT OF HIS DAD'S APARTMENT SAFELY.

IF THIS WERE *TOMBSTONE'S PENTHOUSE*, THERE'D BE HI-TECH SECURITY ALARMS UP THE WAZOO. BUT SNEAKING INTO THIS *BACK ROOM* OF MARLOWE'S SHOULD BE A SNAP...

...IF THE BLASTED *WINDOW* DOESN'T GIVE ME AWAY FIRST!

KREEEK!

THE MAYOR!!

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KREEEK!

I THOUGHT FOR SURE THAT SOMEONE WOULD HEAR THAT WINDOW.

I... VOICES!!

I'LL BE BACK. I GOTTA FIND THE *JOHN*. MAN, HOW DOES MARLOWE *AFFORD* A PLACE THIS BIG?

I KNOW WHAT YOU MEAN. THIS PLACE IS FREAKIN' HUGE.

HUGE. I'LL BE GETTIN' *ME* A HUGE PLACE OF MY OWN. SOON'S I FIGURE OUT--

OK-FATCH!

huh?!?

mmmrrmpphh! frufph!

I HOPE HE DIDN'T NEED TO USE THE BATHROOM *TOO* BADLY.

JOKE ALL YOU WANT AFTER THIS IS OVER, REILLY. RIGHT NOW THERE'S A SCARED LITTLE BOY WHO NEEDS YOUR HELP. YOU'D BETTER NOT LET HIM DOWN...

"...I JUST HOPE THE PUNISHER DOESN'T LET *ME* DOWN."

WHO ARE YOU GUYS?

ACME MAINTEN-ANCE. WE'RE HERE TO CLEAN THE BUILDING.

Rachel HAPPY

WE THOUGHT THAT EVERYONE FROM THE CLEANERS WAS HERE ALREADY.

THEY CALLED IN FOR SOME 'SPECIAL' CLEANERS TO HELP WITH A PROBLEM. WE'RE IT.

WELL...WE GOT TO SEARCH ALL YOU GUYS *BEFORE* YOU CAN GO IN.

I DON'T MEAN TO RUSH YOU GUYS, BUT CAN YOU *HURRY* IT UP? WE'RE *ALREADY* RUN-NING LATE.

AIN'T *EVERYONE* IN A HURRY NOWADAYS? YOU GUYS ARE CLEAN. YOU CAN GO ON IN.

THANKS, OFFICER. YOU HAVE A GOOD EVENING NOW.

A.CM

OKAY, JOHN, GET THEM OUT OF THERE.

GUNS IN WATERPROOF BAGS. GREAT IDEA, STEVE.

GET READY. THE DOORS ARE OPENING.

BRRRAATTT

HEY, WAIT-- UNNGHH!!

BRRRRT

OH, MAN, THIS IS GOING GREAT!

SHUT UP!! THE MAYOR'S PLACE IS RIGHT AROUND THIS CORNER, YOU IDIOT.

LET'S GET THESE GUYS OUT OF THE WAY AND GET INSIDE THE MAYOR'S AS QUICK AS POSSIBLE.

BRAATTT

CHECK THEIR POCKETS FOR KEYS.

PAYDIRT!!

WE'RE IN!!

LET'S DO THE DEED AND GET OUT BEFORE THE COPS DOWNSTAIRS FIND OUT WHAT'S GOING ON!

THE MAYOR'S BEDROOM IS THIS WAY. WE'RE *CLEAR* ALL THE WAY.

SOME POINT MAN *YOU'D* MAKE, MARLOWE

KERRASH

K-POW
K-POW
K-POW

VIP
VIP
AGK -:
VIIP

DROP IT, MARLOWE.

PUNISHER? NO NO NO...

I SAID...DROP IT!!

YOUR TWO PALS ARE DOWN AND YOU'VE GOT NO BACK-UP.

SO IT'S JUST YOU AND ME NOW. ARE YOU MAN ENOUGH TO TAKE *ME* ON?

PLEASE. GIVE ME AN EXCUSE TO *PULL* THE TRIGGER.

OKAY.

YOU WIN.

GOOD ANSWER, KID.

WHAT'S GOING ON OUT THERE? WHERE ARE MY BODYGUARDS?

EVERYTHING'S UNDER CONTROL, MR. MAYOR. JUST SOME MICE.

ACME

LOOK, I KNOW YOU'RE GONNA *KILL* ME...

...BUT BEFORE YOU DO, I GOTTA MAKE SURE MY SON IS SAFE.

I'M NOT GOING TO KILL YOU...

...YET!!

BUT, YOU *ARE* GOING BACK WITH ME TO FACE TOMBSTONE.

WHETHER YOU WANT TO OR *NOT!*

"BY THE WAY...YOUR SON'S PROBABLY IN *SAFE HANDS* BY NOW."

I'VE HAD *JUST* ABOUT ENOUGH OF YOU, BOY. I CAN'T *THINK* STRAIGHT WITH YOU IN HERE *WHINING* ALL THE TIME.

I WANNA GO HOME.

I ⁝sniff⁝ WANT MY MOM.

I'VE GOT TO GET *RID* OF THIS BOY IF I *EVER* EXPECT TO FIGURE OUT THE NEXT STAGE OF MY TAKEOVER PLAN.

SHAWN!! BENNY!! WHERE'D YOU ALL GET TO?!

GET IN HERE AND TAKE CARE OF THIS KID--*NOW!!*

OHMAN-OMANOMAN--*RUN*, STEVIE!!

NOT SO FAST, KID.

I NEVER HAD ANY *PATERNAL DESIRES* IN MY LIFE--AND *YOU'VE* MADE ME GLAD OF THAT, KID.

SHAWN!! GET IN HERE, *NOW!!*

BOSS-- TRIED TO STOP HIM...

AT THAT MOMENT, AT THE FRONT DOOR...

HE'S NOT GOING TO DO *ANYTHING* TO STEVIE, MA'AM--

--NOW THAT MY *WEB-BALL* HAS KNOCKED STEVIE FREE OF HIS GRASP...

STEVIE!! W-WHAT ARE YOU DOING TO MY STEVIE?!!

WHO--?!?

WHAM!

...AND KNOCKED OUT THE LAST OF HIS PLAYMATES.

NOW IT'S JUST YOU AND ME, TOMB-STONE.

YOU!!

BUT YOU'RE DEAD!!

I'M VERY FAR FROM BEING DEAD--

--AND THE NAME'S NOT YOU-- IT'S SPIDER-MAN!!

STEVIE...HEAD FOR THE DOOR, SON.

WE'RE GETTING OUT OF HERE.

YEE-AA-A-RRR!!!

SLOPPY ATTACK, PASTY-FACE.

IT WASN'T *YOU* I WAS AFTER, *FOOL!*

GET *BACK* IN HERE, YOU TWO.

CAN'T AFFORD ANY MORE MISTAKES IN JUDGMENT LIKE THAT ONE.

TIME TO TAKE THIS SUCKER DOWN--HARD!!

WHAM!

KROM!

WHOA!!

WITHOUT MY *SPIDER-SENSE*, HE WOULD HAVE *TAGGED* ME JUST THEN...

...INSTEAD THE REAL-ESTATE AGENTS ARE GOING TO HAVE SOME *HEAVY* REDECORATING TO DO WHEN THIS IS OVER...

"...AND I PLAN TO MAKE THIS OVER *FAST!*"

I'M *TIRED* OF YOU, LITTLE MAN.

I'M GOING TO *SQUASH* YOU!

WHAM

I'LL KILL YOU WITH MY BARE HANDS!!

WITH YOU OUT OF THE WAY, LITTLE MAN, I'LL BE ABLE TO TAKE OVER AS CRIME BOSS EASILY.

DODGING THAT COFFEE TABLE LEFT ME OPEN FOR TOMBSTONE'S ATTACK!

CAN'T--BREAK-- HIS--HOLD--

FORGOT--HOW STRONG--HE IS.

...SOME SPIDER STINGERS!!

LET'S SEE HOW MUCH HE LIKES...

FORGET ABOUT MY BULLET-PROOF SKIN, YOU LITTLE--?

WHA--?!?

WHAT IS THAT?!?

YAAAIIII!!

SPIDER-SENSE IS GOING OFF AGAIN. WHAT--?

SOMETHING'S BLOWING OUT THE FRONT DOOR!

WELL, WELL... THE *PUNISHER!* I SHOULD HAVE *KNOWN* YOU'D BE ALIVE, TOO.

YEAH-- WELL, I'M LIKE THE PROVERBIAL *BAD PENNY.* I KEEP TURNING UP...WITH A BATCH OF HANDY GRENADES AND SOME OTHER *SURPRISES* THIS TIME.

LET'S SEE WHAT I CAN DO ABOUT THAT.

DAD!! YOU CAME *BACK* FOR ME!

STEVIE *AND* KATHY--MY WHOLE *FAMILY'S* IN DANGER BECAUSE OF *ME!*

EITHER OF YOU HEROES TRIES *ANYTHING* AND I SHOOT HER *AND* THAT WHINY KID.

TOMBSTONE...

WHAACK

I'M STILL A *LOYAL* EMPLOYEE. I WANT IN ON THIS ACTION. I'VE GOT TO BE PART OF *YOUR* TEAM.

EVEN IF YOUR SON AND WIFE'S *LIVES* ARE AT STAKE? WHAT HAPPENED TO THE GREAT *FAMILY* MAN?

NOTHIN'S MORE IMPORTANT TO ME THAN BEING A PART OF YOUR TEAM...THE TEAM OF THE NEW *CRIME BOSS* OF NEW YORK.

BESIDES... THE OLD LADY AND I ARE *DIVORCED.*

STEVE!!

DAD-DY!!

I'M NOT THE BEST FATHER IN THE WORLD ANYWAY...

...BUT I'D NEVER LET A *SCUM LIKE YOU* HARM A *HAIR* ON THEIR HEADS.

BLAAM

SUCH A FEEBLE ATTEMPT AT HEROISM, MARLOWE.

NOT SO FEEBLE, CONSIDERING IT *DISTRACTED* YOU FROM THE BOY AND HIS MOTHER LONG ENOUGH FOR ME TO...

SPIDER-SENSE TINGLING-- WHY?!?

SPIDER--

--TAKE CARE OF THE KID AND HIS MOTHER.

I'LL TAKE CARE OF MR. SUNSHINE *MYSELF.*

YOU TWO *STAY DOWN!!*

AND KEEP YOUR FINGERS CROSSED THAT THIS *WEB SHIELD* HOLDS UP!

OH --

I DON'T SEE ANY SIGN OF TOMBSTONE.

DON'T SUPPOSE THERE'S MUCH OF HIM *LEFT* TO SEE.

GEEZ, CASTLE--HOW ABOUT A LITTLE LESS *FIRE-POWER* NEXT TIME?!?

YOU TWO OKAY?

I THINK SO.

I SAID NO KILLING.

YEAH? WELL I DON'T HAVE ANY SYMPATHY FOR *HIS* KIND WHEN THEIR TICKETS GET PUNCHED.

BUT DON'T MAKE ME PUNCH *YOURS.*

I'M GETTING OUT OF HERE AND YOU'RE *NOT* GOING TO STOP ME.

CASTLE, I--

DADDY! *DADDY*, DON'T DIE!

STEVIE... THERE'S...NOTHING WE CAN DO.

STEVIE AND KATHY NEED ME, BUT...

PUNISHER'S *GONE!!*

I HAVE *BETTER* THINGS TO TAKE CARE OF, ANYWAY.

SOMETIMES A HUG SAYS MORE THAN ANY WORDS EVER COULD.

THE NEXT MORNING...

DARK GRAIN COFFEE SHOP

...AND THE UGLY WHITE-FACED GUY WAS GONE.

HE KILLED MY DAD, BEN.

STEVIE, I'M SO SORRY. I'M GLAD YOU'RE OKAY.

YEAH. I GUESS SO. BEN--?

WAS MY DAD A BAD MAN?

I DON'T WANT TO VARNISH OVER THE FACT THAT YOUR FATHER DID DO SOME BAD STUFF. SO, I HAVE TO SAY THAT HE WAS TECHNI-CALLY A BAD MAN, BUT...

...LIFE IS ABOUT REDEMPTION AND FORGIVING. BY SACRIFICING HIMSELF TO SAVE YOU AND YOUR MOM, I'D SAY HE REDEEMED HIMSELF.

IN EFFECT, HE BECAME A GOOD MAN. NOW YOU JUST HAVE TO LEARN TO FORGIVE HIM FOR THE BAD THAT WAS IN HIM.

I'M SORRY YOUR DAD HAD TO DIE TO REDEEM HIMSELF, STEVIE.

DOES... DOES WHAT MY DAD DID MAKE *ME* BAD?

NO! DON'T THINK THAT WAY.

THAT'S NOT HOW LIFE WORKS.

LOOK. STEVIE. I DON'T KNOW EVERYTHING. NOT EVEN PEOPLE WITH *MORE* POWERS THAN USUAL, LIKE *SPIDER-MAN*, HAVE ALL THE ANSWERS.

I *DO* KNOW THAT WHAT *YOU* DO, NOT WHAT THOSE AROUND YOU DO, DETERMINES WHETHER YOU'RE GOOD OR BAD.

MOM SAID SOMETHING *SORTA* LIKE THAT, TOO.

SHE'S A GOOD MOTHER, STEVIE. REMEMBER THAT, BECAUSE WE ARE WHAT WE DO *WITH* AND *IN* OUR LIVES. *THOSE* ARE THE MEMORIES THAT PEOPLE WILL HAVE OF US.

REMEMBER ONLY THE *GOOD* THINGS ABOUT YOUR DAD. *THAT'S* ALL THAT COUNTS. HE *EARNED* THAT, I THINK.

I COULD *NOT* KILL SPIDER-MAN.

I *TOLD* YOU HE'D LET US DOWN!

IT SEEMS YOU WERE *RIGHT*, JOEY.

IS HE, DON GERACI? THIS ALL STARTED OVER FAMILY ***HONOR***. YOU EVEN WENT SO FAR AS TO LECTURE ***ME*** ON HONOR.

I'M A SOLDIER. I ***KNOW*** HONOR. I ***KNOW*** RESPECT. AND ***HONOR*** KEPT ME FROM FULFILLING THE FAMILY'S DECISION.

SPIDER-MAN SAVED MY LIFE LAST NIGHT. COULD I REPAY THAT DEBT OF HONOR BY KILLING HIM? I THINK NOT.

I DID FIND THE PARTIES RESPONSIBLE FOR THE ATTEMPT ON DON GERACI'S LIFE. THEY HAVE BEEN DEALT WITH... ***PERMANENTLY.***

I'VE HEARD TOMBSTONE'S BODY WAS NEVER FOUND.

THAT MUCH IS TRUE. BUT I THINK IT'S SAFE TO SAY THAT EVEN IF TOMBSTONE'S ALIVE, IT'LL BE A ***LONG TIME*** BEFORE HE CHALLENGES US AGAIN.

WHAT A *CROCK!!* ALL OF IT! WE'RE SUPPOSED TO BELIEVE SPIDER-MAN SAVED YOUR LIFE BECAUSE YOU SAY SO?!

NO...

...BECAUSE *I* SAY SO.

MARIO?

I FOLLOWED YOU, CASTLE, EVEN AFTER YOU WARNED ME NOT TO...

...SO I WAS *THERE*. I SAW THE EXPLOSION AND WATCHED SPIDER-MAN SAVE CASTLE'S LIFE.

GRAND-FATHER, I STILL THINK--

WHAT *YOU* THINK DOESN'T MATTER, JOEY.

I THINK THAT THE TIME TO QUESTION IS PAST. YOU'VE DONE THIS FAMILY WELL, FRANK.

LET *NO ONE* QUESTION YOUR LOYALTY.

YOU'RE STILL A *LOUSY* SHADOW, MARIO, BUT I THINK YOU'RE A *GOOD* SOLDIER. *THANKS* FOR BACKING ME UP.

AN HONOR... BOSS.

YOU *KNEW* THAT MARIO WAS FOLLOWING YOU THE WHOLE TIME, DIDN'T YOU? IF YOU HAD KILLED HIM LIKE YOU THREATENED TO DO--

--NONE OF YOU WOULD HAVE EVER FORGIVEN THAT.

I AM BONDING WITH THIS FAMILY. DOES THAT BETRAY MY *REAL* FAMILY?

DOES THAT MAKE THEIR DEATHS MEANING-LESS?

I CAN'T LET THAT HAPPEN.

I THINK YOU'RE STARTING TO *UNDERSTAND* THIS FAMILY. I MIGHT EVEN LEARN TO TRUST YOU *MYSELF.*

I COULD PROBABLY SAY THE SAME ABOUT YOU.

JOEY, THOUGH, NEEDS A CLOSER WATCHING.

BUT RIGHT NOW, I NEED TO BE *ALONE.*

ONE DAY AT A TIME, CASTLE. *THAT'S* THE BEST YOU CAN DO.

THAT'S THE BEST *ANYONE* CAN DO.

THE END

JOE BENNETT '95

The NEW SPIDER-MAN® vs. VENOM

#1

JAN

MARVEL® SPIDER-MAN GROUP

APPROVED BY THE COMICS CODE AUTHORITY

ALONG CAME A SPIDER...

DEEP UNDER THE STREETS OF NEW YORK CITY...

HA! WE'VE BEEN DOWN IN THE *REALLY* DEEP REACHES OF THE EARTH FOR SO LONG, THESE *SEWER TUNNELS* SEEM ABSOLUTELY *VERTIGINOUS!*

BUT IT WAS NECESSARY TO KEEP A LOW PROFILE AFTER COMING BACK FROM THE *SYMBIOTE PLANET!*

AMAZING SPIDER-

WE CAN SAVE THE WORLD ALL RIGHT...

...SO HOW COME OUR *PERSONAL* LIFE IS SUCH A *MESS*?

KEE OU

AH, *HOME*--

--AS IT WERE!

GOOD *LORD!* WE FORGOT ALL ABOUT *ANN!**

WE'VE GOT TO FIND OUT IF SHE IS ALL RIGHT AFTER ALL THOSE RAMPAGING SYMBIOTES TRASHED HALF THE CITY!**

GOOD THING WE TAPPED INTO THIS SUBWAY PHONE LINE--

BOOP BEEP BIP BOOP BEEP BIP

COME *ON, ANN--* *ANSWER!*

*ANN WEYING IS EDDIE BROCK'S EX-WIFE! --TOM

**SEE "PLANET OF THE SYMBIOTES" IN THE 1995 SPIDER-MAN SUPER SPECIALS. --TOM

RRRRRRING

COME ON!

RRRING

IN ANN WEYING'S BOARDED UP MIDTOWN APARTMENT, A RELAY TRIPS SILENTLY AND THE CALL IS TRANSFERRED--

--TO POLICE HEADQUARTERS.

PICK IT UP, ANN...

...WE HAVE A PHONE TECH STANDING BY TO RUN A TRACE. THIS IS OUR BEST BET TO TRACK DOWN YOUR EX, AKA VENOM, AND BRING HIM IN!

I'M SUPPOSED TO BE IN PROTECTIVE CUSTODY!

I'M NOT OBLIGATED TO HELP YOU CAPTURE EDDIE!

HE MAY BE A BIT CONFUSED BUT HE MEANS WELL!

YOU TALK TO HER, CLARK!

CAN DO, STEEN.

VENOM IS A DANGEROUS VIGILANTE!

THERE ARE A STACK OF WARRANTS OUT ON HIM HERE AND IN SAN FRANCISCO AND CHICAGO!

LADY, YOU ARE AIDING AND ABETTING AND THAT IS A CLASS A FELONY--

--ARE YOU GOING TO THROW AWAY YOUR WHOLE FUTURE AS A LAWYER?

WHAT IF SHE WON'T EVEN *TALK* TO ME?

SHE WAS SO *UPSET* ABOUT WHAT SHE DID WHEN YOU AND SHE WERE *MELDED** AND--

* IN VENOM : SINNER TAKES ALL.-- TOM

WHAT?

SHE'LL WANT US BACK BECAUSE SHE'S HAD A *TASTE*?

WHAT ARE YOU TALKING ABOUT?

WHAT DOES THAT *MEAN*?

RING!

HELLO?

ANN! IT'S US-- I MEAN, IT'S ME, EDDIE!

CALM DOWN EDWARD. EVERYTHING'S ALL RIGHT!

EDWARD? SHE KNOWS I HATE BEING CALLED THAT! WHY WOULD SHE--?

IS SHE NOT ALONE? HOW CAN WE FIND OUT?

SHE NEEDS TO KEEP HIM ON THE LINE FOR AT LEAST TWO MORE MINUTES! THERE'S SOME SORT OF SHUNT ON THE LINE!

NO OTHER CHOICE--

MY OTHER WILL HAVE TO REDUCE ITSELF TO A MOLECULAR MONOFILAMENT AND TRAVEL THROUGH THE PHONE LINES TO MELD WITH HER!

A LOT OF *STATIC* ON THE LINE--!

--LIKE THE *IMPEDENCE* ON THE LINE JUST *JUMPED!*

OMIGOD!

I GOT THE *TRACE*, BUT IT'S READING OUT AS THE *SWITCHING TERMINAL* FOR THE *SUBWAY SYSTEM!!*

THE *SYMBIOTE!!*

IT'S *MELDING* ONTO *ANN WEYING!!*

CLARK! GET ON THE INTERCOM TO THE FRONT DESK! SEAL AND CORDON OFF THE WHOLE HQ BUILDING! TELL THEM WE HAVE A *SITUATION* IN THE INTERROGATION ROOM!

THE MELDING IS MORE THAN EDDIE BROCK EXPECTED.

THIS IS MORE THAN THE MERE SYMBIOSIS OF TWO DISPARATE LIFE FORMS...

WHAT'S GOING DOWN HERE??

SHE LOOKS LIKE SHE'S IN-- ECSTASY!

...THIS IS THE MIND-MELDING OF TWO HUMAN BEINGS THROUGH THE CHANNELING MEDIUM OF AN ALIEN SYMBIOTE!

ALL THE DEEPEST THOUGHTS AND FEELINGS OF TWO SEPARATE BEINGS FLOW TOGETHER...

...AND THEY EXPERIENCE A COMMUNION FAR BEYOND THE TAWDRY PHYSICAL!

The Daily Grind

MEANWHILE, IN A DOWNTOWN COFFEE SHOP...

HERE'S YOUR BURGER AND FRIES, BEN...

WILL YOU LOOK AT THIS? THE *BUGLE* IS *STILL* MILKING THAT *SYMBIOTE INVASION!*

I STILL DON'T UNDERSTAND ALL THESE DIFFERENT SPIDER-PEOPLE!

I WAS ABDUCTT BY A SYMBK!

WELL, FIRST, WE HAD THE REGULAR PLAIN-VANILLA SPIDER-MAN--

ARE WE NOT INCLUDING THE GUY IN THE BLACK COSTUME FROM A WHILE BACK?

THEN WE HAD THE *SCARLET SPIDER,* AND NOW--

--WE HAVE THIS *NEW GUY* IN A COMPLETELY *DIFFERENT* COSTUME, BUT WHO SEEMS TO BE CARRYING ON SPIDER-BUSINESS AS USUAL!

DAILY BUGLE

SO ARE THERE THREE OF THEM, OR WHAT?

YOU MEAN *FOUR,* RIGHT?

SHE'S NOT COUNTING THE BLACK COSTUME!

THEY THINK *THEY'RE* CONFUSED...

ALL THOSE YEARS, I THOUGHT I WAS A *CLONE,* AND THEN I FIND OUT I'M THE *REAL* ORIGINAL *PETER PARKER.*

BUT MY CLONE IS MARRIED TO *MARY JANE* AND HE'S TAKEN MY NAME--

TV

--SO NOW, I CONTINUE TO BE *BEN REILLY* AND TAKE UP THE JOB OF BEING *SPIDER-MAN* AGAIN!

SHEESH! AND SOME PEOPLE THINK THEY HAVE *IDENTITY PROBLEMS!*

--THERE IS NOW A CORDON AROUND POLICE HEADQUARTERS AND *SWAT SNIPERS* HAVE BEEN SPOTTED ON THE ROOF!

HUH? THAT'S *TRISH TILBY*--

WHAT IS GOING ON INSIDE TO WARRANT ALL THIS? POLICE SPOKESPERSONS AREN'T SAYING!

BUT ISN'T THIS WHERE THEY HAVE TAKEN *ANN WEYING* INTO PROTECTIVE CUSTODY?

ISN'T SHE *VENOM'S* EX-WIFE??

VENOM!

I'VE BEEN *WONDERING* WHAT BECAME OF HIM SINCE THE WHOLE *SYMBIOTE* FIASCO!

NOW'S MY CHANCE TO BRING THAT PSYCHO DOWN ONCE AND FOR ALL--

--THE WAY MY PREDECESSOR NEVER COULD!

ANN! I HAVE TO BREAK OFF THIS CONNECTION! THIS IS TOO INTENSE!!

NO! DON'T!! PLEASE--

I HAVE TO ANN--

--WE HAVE TO FIGURE OUT A WAY TO GET YOU OUT OF THERE!

THAT WAS STAGGERING.

IT WAS LIKE WE BECAME A SINGLE ENTITY!

THE OTHER AND I ARE TOO DIFFERENT TO MELD LIKE THIS, BUT THIS--

--NOW I KNOW EVERYTHING SHE EVER KNEW!

BUT THAT MEANS...

...SHE KNOWS AS MUCH ABOUT ME!!!

THAT TRACE WAS NO GOOD!

THE PHONE IS TAPPED INTO THE LINE BETWEEN STATIONS!

WHERE'S THE SITUATION?

HOW ARE YOU FEELING, MS. WEYING?

UNDER CONTROL...

...FOR THE TIME BEING!

NEVER BETTER...

ARRGH!

GOTTA SAVE HER!!!

THOSE FASCIST PIG COPS ARE GOING TO PAY!!

WE'LL EAT THEIR BRAINS-- WE'LL--

--WE'LL HAVE TO USE OUR *OWN BRAINS* IF WE WANT TO GET INSIDE THEIR LITTLE *POLICE FORTRESS!*

ANOTHER *PHONE CALL* IS IN ORDER!!

THEY CERTAINLY BEEFED UP SECURITY HERE!

HOW DOES *VENOM* EXPECT TO GET PAST ALL *THIS?*

GUESS I SHOULD TROLL THE AREA WITH MY *SPIDER SENSE* AND SEE IF I CAN PICK UP HIS *TRAIL!*

POLICE

OH, THIS IS JUST GREAT! VENOM CAN TRAVEL THROUGH THE PHONE LINES!

I DON'T THINK SO--I READ THE REPORT FROM THE PARVENU TOWERS INCIDENT*.

I'M FAIRLY CERTAIN THAT ALL HE CAN SEND THROUGH THE WIRES IS THE OTHER, THE ALIEN SYMBIOTE!

BUT NOW IT APPARENTLY HAS SOME SORT OF RELATIONSHIP WITH ANN WEYING!

*IN VENOM: CARNAGE UNLEASHED.--TOM

WE HAVE TO GET HER DOWN WHERE WE CAN CUT OFF THE PHONE LINES AND PUT UP A SECURE PERIMETER--

--SOMEPLACE LIKE THE BASEMENT TARGET RANGE!

CEASE FIRE ON THE LINE! THE RANGE IS NOW CLOSED!

WE'RE COMMANDEERING THE RANGE OFFICE!

LAND LINES DISCONNECTED!

I WANT ALL THE SWAT TEAMS OUT IN FULL RIOT GEAR!

STEEN, YOU HAD BEST BARRICADE YOURSELVES IN HERE! I'M GOING UP TO PERSONALLY SUPERVISE SECURITY AT THE DOOR!

OH, EDDIE...

...I NEVER KNEW JUST HOW YOU FELT!

ACROSS THE STREET...

YOW! DUMB MOVE, BEN REILLY!

VENOM WOULDN'T GO IN THE FRONT DOOR--!

HE'D FIND SOME SNEAKY ACCESS THROUGH THE ROOF OR THE BASEMENT!

I'M GOING TO HAVE TO DO BETTER AT EXTRAPOLATING IF I'M GOING TO BE THE ONE AND ONLY SPIDER-GUY FROM NOW ON!

NOW, IF I WERE VENOM AND I WANTED TO GET INTO POLICE HEADQUARTERS, I'D CREEP RIGHT UP UNDER THE PLACE...

YECH!

QUITE FETID DOWN HERE TO SAY THE LEAST!

THROUGH THE SEWER SYSTEM!

NO SIGN OF OLD SLOBBER-FANGS YET, BUT ODDS ARE GOOD HE'LL BE SLOSHING THROUGH HERE RIGHT SOON!

VRROOOM!

HUH? WHAZZAT???

POLICE

POLIC

POLIC

GANGWAY! HOT 'ZA COMING THROUGH!

IT'S A DOMINGO'S PIZZA DELIVERY!

FREEZE, MOPE!

DROP DOWN AND ASSUME THE POSITION, SCUZZ-WAD!

LET ME HANDLE THIS--

WHERE DO YOU THINK YOU'RE GOING, BUDDY?

THE CHIEF ORDERED THESE PEPPERONI EXTRA CHEESES FOR STEEN, CLARK AND WEYING!

HEY, GET OUTTA MY FACE, DUDE-- I GET DOCKED IF THE 'ZA IS LIKE TARDY!

OH YEAH? VENOM CAN ASSUME THE APPEARANCE OF ANYBODY--

OFFICER, HAND ME YOUR BULLHORN!

YESSIR!

VENOM IS SENSITIVE TO--

--DISSONANT SOUND!!!

LET THIS GUY THROUGH.

WOOF!

SEND HIM DOWN TO THE RANGE!

YOU GUYS CHECK EVERYBODY WITH A BULLHORN LIKE I DID, WHILE I GO CHECK OUT THE ALLEY ONE MORE TIME!!

STAY ALERT, AND DON'T LET ANYBODY THROUGH WITHOUT A HIGH-DECIBEL GOING OVER!!

IN THE SEWERS...

NADA! WHERE COULD--?

WHOA?

WHAT'S THAT?

SOMETHING NOT RIGHT UP AHEAD--

IF MY SENSE OF DIRECTION ISN'T ALL WACKO, THIS MUST BE UNDER THE ALLEY NEXT TO POLICE HQ!

DEAD ALBINO ALLIGATORS!

THEY LOOK LIKE THEY'VE BEEN RIPPED APART BY FOOT-LONG FANGS!

SPIDER-SENSE IS TINGLING--

--UP THE LADDER!

NO ONE HERE-- HUH?

HEY, WHERE DID THAT PIZZA GUY GO?

WHATSAMATTER CLARK-- YOU LOSIN' IT?

YOU SENT THAT GUY DOWN TO THE RANGE WHERE STEEN IS WITH THE WEYING BROAD!

THAT'S RIGHT!

COME ON DOWN AT YOUR BREAK. I'LL SAVE YOU SOME SLICES!

I'LL PASS.

DITTO.

IN THE BASEMENT...

WHOA! LIGHTEN UP!

THE CHIEF ORDERED THESE PIES FOR YOU!

MOLLOY! CHECK WITH THE CHIEF!

I'M ON IT, STEEN!

SO WHO'S GONNA COUGH UP THE $37.50, HUH?

I GET A TIP, TOO!

YOU'LL GET A--

THE CHIEF DIDN'T ORDER NO PIZZA!

OKAY! FORGET THE TIP!

DON'T PULL DOWN ON THE LITTLE TWERP-- HE'S NOT VENOM!

HOW DO YOU KNOW, CLARK?

BECAUSE I'M VENOM!

IN THE ALLEY...

HEY! LEMME OUTTA HERE!

SOMEBODY IN THE DUMPSTER!

WHO--?

SPIDER-MAN--!

I'M DETECTIVE CLARK, NYPD! VENOM JUMPED ME AND DUMPED ME IN HERE--

HE'S PROBABLY WALKING RIGHT INSIDE POLICE HEADQUARTERS LOOKING JUST LIKE YOU!

YOU'VE TANGLED WITH THIS PSYCHO BEFORE, SPIDER-MAN--

--WE COULD SURE USE YOUR EXPERTISE!

GLAD TO HELP, DETECTIVE!

LET'S GO!

IN THE BASEMENT...

HE'S GOT THE WEYING WOMAN!

SO THE VERMIN WHO PREY ON THE INNOCENT ARE WEARING POLICE UNIFORMS NOW--

--WE'RE NOT GOING TO LET YOU GET AWAY WITH THIS!!

STOP HIM!

THWIPP!

ANN WEYING NEVER DID A MEAN THING IN HER LIFE!

ZZZZAPP

WHAT HAPPENED TO THE *LIGHTS?*

HE SHORTED OUT THE *FUSE BOX!* WHAT HAPPENED TO THE *EMERGENCY LIGHTS!*

YOU EXPECTED THEM TO *WORK?*

PSSST!

TAP TAP

HE'S *BEHIND* ME--!

I'LL GET HIM!! I'LL--

BOOM!

DON'T SHOOT IN THE *DARK!* YOU'LL HIT *ANN WEYING!* LET ME GET SOME *LIGHT* ON THE SITUATION!

SO, WHERE IS HE?

THWAKK!

AIIEEEE!

MUELLER! ARE YOU ALL RIGHT?

BONK!

UHHHHH...

I JUST SAW SOMETHING JUMP *UP...*

...HE'S INSIDE THE VENTILATION SYSTEM!

HE COULD BE ANYWHERE IN THE BUILDING!

AND HE TOOK ANN WEYING WITH HIM! WE HAVE TO--

GIVE IT UP! YOU'LL NEVER CATCH HIM NOW!

CLARK! OR IS IT?

VENOM COULD BE PLAYING A DOUBLE-THINK PLOY ON US--

--DOUBLING BACK AND ASSUMING THE APPEARANCE OF CLARK AGAIN BECAUSE WE WOULDN'T THINK HE'D TRY IT TWICE!

I'M THE REAL CLARK! JUST ASK SPIDER-MAN, RIGHT BEHIND ME--

WHERE? THERE'S NOBODY BEHIND YOU, CLARK--

--OR WHOEVER YOU ARE!

ON THE ROOF...

YOU'RE SAFE, NOW, ANN!

WE'LL GET YOU FAR AWAY, AND--

SCHRRIPP

HOLD ON! TIME OUT!!

I'M NOT GOING ANYWHERE WITH YOU!

BUT--

LOOK--I WASN'T ABOUT TO HELP THEM TRAP YOU, BUT I'M NOT ABOUT TO RUN OFF WITH YOU EITHER!

EVEN AFTER-- AFTER--

I FOUND OUT THINGS I NEVER WANTED TO KNOW ABOUT YOU, EDDIE-- NOW I'M SO CONFUSED!

YOU DON'T HAVE TO GO ANYWHERE WITH THIS CREEP IF YOU DON'T WANT TO, LADY!

YOU?!

BUTT OUT, SPIDER-MAN!!

WE'VE HAD IT WITH YOU MESSING UP OUR LIVES...!

THIS TIME, WE'RE GOING TO SETTLE YOUR HASH FOR GOOD!

WOOF! DID I EVER BITE OFF MORE THAN I CAN CHEW!

TO BE CONTINUED.

FEB • 2

MARVEL® SPIDER-MAN GROUP

VENOM®

APPROVED BY THE COMICS CODE AUTHORITY

ALONG CAME A SPIDER...

ST. PIERRE

ON THE ROOF OF POLICE HEADQUARTERS IN NEW YORK CITY...

WE'VE HAD IT UP TO OUR EYETEETH WITH YOUR MEDDLING, SPIDER-DWEEB--

... AND SAT DOWN BESIDE HER!

...AND WE'RE NOT GOING TO TAKE IT ANY-MORE!!

STOP IT, EDDIE--! YOU'RE GOING TO HURT HIM!

THAT IS ENTIRELY THE POINT, ANN!

WOOF! DID THAT EVER SMART--!

WHAT HAVE I GOT MYSELF INTO...?

HE'S STANDING IN THE WAY OF OUR RESCUING YOU FROM THE WICKED AND CORRUPT POLICE!!

LARRY HAMA	SCRIPT
JOE ST. PIERRE & TOM GRINDBERG	BREAKDOWNS
RANDY EMBERLIN, MARK McKENNA, RODNEY RAMOS & GREG ADAMS	FINISHES
TOM SMITH	COLORING
MALIBU	COMPUTER COLOR
SUE CRESPI & CAROLINE WELLS	LETTERING
TOM BREVOORT	EDITOR
BOB BUDIANSKY	EDITOR IN CHIEF

... I DON'T HAVE ANYWHERE NEAR THE EXPERIENCE IN DEALING WITH THIS CREEP THAT MY *CLONE* HAD!

VENOM IS WIPING MY CLOCK, BUT GOOD!

DETECTIVE STEEN, THIS IS BERNARDO AT THE FRONT DOOR!

VENOM IS ON THE ROOF, SMASHING UP THE FIXTURES WITH *SPIDER-MAN*!

WE'RE ON OUR WAY-- YOU SAY *SPIDER-MAN* IS *HELPING* HIM??

CHECK IT OUT! MAJOR *SUPER-GEEK-DUKE-OUT* ON THE *ROOF*!

SECURITY 2 TO CENTRAL. PATCH ME THROUGH TO STEEN IN *HQ*, *ASAP*!

NO! I MEAN HE'S *THROWING* SPIDER-MAN AROUND LIKE A *RAG DOLL*!

ROGER THAT!

UNIT 40

I'M NOT *REALLY* LYING HERE *DAZED*...

...I'M CONSERVING *ENERGY* AND DEVISING *STRATEGY*!

YEAH, THAT'S IT.

DIE, SPIDER-JERK!

NOT THIS TIME, *VENOM*-- THIS IS WHERE--

THWAPP!

--I TURN IT ALL AROUND!

KA-THOOM!

GUHH!

SPIDER-SENSE TINGLING--
BUT *WHO*--?

YOW!

THWACK!

I'M *SORRY*, SPIDER-MAN! I DIDN'T WANT TO DO THAT...

...BUT YOU HAVE TO *UNDER-STAND* THAT EDDIE WAS JUST TRYING TO *HELP* ME!

WE APPRECIATE THE GESTURE, ANN--

--BUT WE DON'T *NEED* YOUR HELP!

SPIDER-MAN HAS *NEVER* BEEN A MATCH FOR US! HE ONLY WON BEFORE BY *TRICKERY*--

--AND NOW WE KNOW *ALL* HIS *TRICKS*!

ALL MY *CLONE'S* TRICKS--

--BUT NONE OF *MINE*!

STOP IT! *BOTH* OF YOU!!!

WE'VE GOT HIM NOW--!

--BLAST HIM!

BLAMM BLAMM RATATATATAT POW!

GET BEHIND ME, ANN!

THOOP! THOOP! THOOP! THOOP!

EEEEEEEEE!

HOLD YOUR FIRE!

CAN'T YOU SEE THAT THERE'S A *WOMAN* IN THE LINE OF FIRE!?!

WE DIDN'T EVEN *SEE* HER, CLARK!

LAME EXCUSE, MARTUCCI...

WE CAN USE THIS LULL IN THE FESTIVITIES TO *TIE UP* THIS LITTLE PROBLEM--

URK!

SOMETHING NOT QUITE *RIGHT* ABOUT YOU, WEBSLINGER!

I WASN'T EXPECTING HIM TO ZAP ME WITH HIS VERSION OF *WEBBING!*

YOU SHOULD BE *WISE* TO ALL OUR TECHNIQUES, BUT YOU'RE ACTING LIKE YOU NEVER TANGLED WITH US BEFORE!

I HAVE, BUT NOT AS MANY TIMES AS YOU *THINK!* *

* *BEN REILLY ENCOUNTERED VENOM IN SPIDER-MAN #53 AND THE 1995 SPIDER-MAN SUPER-SPECIALS. --TOM*

BUT HEY, WHY LOOK A GIFT HORSE IN THE MOUTH?

THIS IS FOR RUINING MY LIFE, SPIDER-MAN!

I MAY NOT *EAT YOUR BRAINS*--

--BUT THE *WORMS* CERTAINLY *WILL!*

I'LL BE *BACK*, VENOM!

...

I HOPE!

THIS IS GOING TO BE CLOSE!

THWIPP!

HEADS UP!!

WHAT'S GOING ON UP THERE, SPIDER-MAN?

THAT WAS TOO CLOSE!

THIS STUFF HE SHOT ALL OVER ME ISN'T REALLY WEBBING--

--IT'S A PART OF HIS ALIEN OTHER AND IT LOSES STRENGTH AND COHESION THE FARTHER IT GETS FROM HIM!

--UNLIKE MY WEBBING!

POTENTIAL DANGER FOR YOUR FELLOW OFFICERS!

MIND IF I BORROW THIS?

BE MY GUEST!

YOU GONNA TALK HIM INTO SURREN-DERING?

IN A MANNER OF SPEAKING!

BACK AGAIN, EH?

DIDN'T GET ENOUGH OF A *THRASHING* THE LAST TIME, HUH?

LET'S JUST SAY THAT I CAME BACK...

TO GET IN YOUR FACE!

HOO-HA!

THAT *MIGHT* HAVE ACTUALLY *WORKED*...

...IF YOUR *BATTERY* HAD BEEN *FULLY CHARGED!*

MY OTHER HAS BUILT UP HIS *RESISTANCE!*

IT TAKES A SONIC BLAST OF *MAJOR* PROPORTIONS TO STOP OUR CLOCK THESE DAYS!

THOOM!

BLAMM BLAMM POW

WE'LL HOLD HIM AT BAY, SPIDER-MAN!

STEEN! WHERE ARE YOU GOING?

I'VE GOT AN IDEA!

THOOP!

THOOP!

STICKS AND STONES CAN'T BREAK OUR BONES...

THOOP!

...AND BULLETS ARE EQUALLY INEFFECTUAL!

CEASE FIRE!

DON'T SHOOT HIM! YOU JUST DON'T *UNDERSTAND* HIM!

NO SENSE TRYING TO DEAL RATIONALLY WITH THE BRIBEMONGERS IN BLUE!

THEY ARE THE CORRUPT OPPRESSORS OF THE *INNOCENT!*

DON'T TELL ME YOU'RE INCLUDING *YOURSELF* AS ONE OF THE *INNOCENT*, VENOM!

THE LAST TIME I LOOKED, YOU WERE UP TO YOUR NECK IN *CRIMINAL RESPONSIBILITY* AND *PSYCHOSIS!*

THWAK!!

THAT'S A CONTRADICTION IN TERMS, SPIDER-MAN--!

IF WE WERE TRULY *INSANE*, WE WOULDN'T BE *COMPETENT* TO STAND TRIAL--

--AND WE WOULDN'T BE *RESPONSIBLE*!!

WHOMP

OOOOOF!

YOU, ON THE OTHER HAND--

--ARE RESPONSIBLE FOR TERMINATING MY CAREER AS A JOURNALIST!!

YOU WERE A MENACE AS A REPORTER!

WHAPP

NOT BAD, SPIDER-TWERP-- WE ALMOST *FELT* THAT!

BUT NOT AS MUCH AS *YOU'RE* GOING TO FEEL--

--THIS!

KA-SHOOM

EEEEYOW!

AIR RAID IREN

DOWNSTAIRS...

THAT *SWITCH* IS DOWN HERE SOMEWHERE...

THERE IT IS.!

I HOPE IT STILL *WORKS*.!!

AWOOO

HAVE

TO

GET AWAY!

HAVE TO GET OUT OF THE "CONE" OF THE SOUND WAVES!

KA-THOOM

TAKE HIM DOWN!!

YOU HAVEN'T SEEN THE *LAST* OF *US*, SPIDER-MAN!!

YOUR PREVIOUS SINS WERE BAD ENOUGH, BUT NOW YOU'VE COME BETWEEN ME AND *ANN*!

YOU'RE UNDER ARREST, MS. WEYING. YOU HAVE THE RIGHT TO REMAIN SILENT, YOU HAVE THE RIGHT TO AN ATTORNEY--

WHOA! WAITAMINUTE!!

WHY ARE YOU ARRESTING *HER!*

OBSTRUCTING, AIDING AND ABETTING-- I THINK I CAN COME UP WITH A FEW MORE.

SHE'S IN *REAL* TROUBLE NOW!

YEAH? SOME OF YOUR *COPS* MIGHT HAVE OVERREACTED, TOO! WHY HARASS *HER?* SHE'S THE *VICTIM* HERE!

DON'T *PUSH* ME, SPIDER-MAN--

GONNA ARREST *ME*, TOO?

WE *COULD*, YOU KNOW!

WE COULD RUN YOU IN FOR *ASSAULT, RECKLESS ENDANGERMENT, INTER-FERING--*

--BOTTOM LINE IS: YOU ARE NOT AN OFFICER OF THE LAW AND YOU ARE NOT EMPOWERED TO USE UNUSUAL AND DEADLY FORCE TO SUBDUE A PERPETRATOR!

GOT IT?

GOT IT.

I'M **STILL** GOING TO CALL SOME FRIENDS OF MINE IN THE **PRESS** AND MAKE SURE ANN WEYING GETS A FAIR SHAKE!

OH YEAH? LIKE **J. JONAH JAMESON?**

AND TO TOP IT OFF, MY COSTUME IS TRASHED!

GOTTA DIG OUT THE OLD **SEWING KIT!**

OUCH!

IF THIS WAS A VIDEO GAME, I'D HAVE USED UP MOST OF MY "LIVES" BY NOW!

DEEP UNDER MANHATTAN...

HE'S A **MEDDLER** AND A **SPOILER!!**

IF HE HADN'T EXPOSED THE **REAL** ORIGINAL **SIN-EATER, MY** EXPOSÉ MIGHT HAVE EVEN GARNERED A **PULITZER!**

WE KEEP COMING UP WITH **EXCUSES** TO LET **SPIDER-MAN** OFF THE **HOOK--**

--BUT **NO MORE!!**

THIS TIME, SPIDER-MAN **PAYS!!**

AT POLICE HEADQUARTERS...

CLARK, I NEED TO SPEAK TO YOU IN *PRIVATE!*

BOOKING HER ON OBSTRUCTING AND ABETTING, RIGHT?

YOU GOTTA SIGN IT, CLARK.

RIGHT. HOGARTH, YOU START THE PAPERWORK.

GIMME A MINUTE.

CLARK & STEEN

I'M A LITTLE STEAMED.

I HAD TO BACK YOUR PLAY FOR POLICE SOLIDARITY, BUT I WANT TO KNOW WHY YOU'RE RUNNING THIS TRIP ON WEYING!

I WANT TO NAIL *VENOM*--

--AND ANN WEYING IS THE *KEY* TO THAT!

THIS TIME, WE WEREN'T PREPARED-- BUT I'VE ALREADY PUT IN A CALL TO *RAVENCROFT* AND *DR. KAFKA* IS SENDING DOWN SOME SPECIAL EQUIPMENT!

I WANT TO BE *CHIEF* SOMEDAY, AND THE CREDIT FOR BAGGING *VENOM* WILL GO A LONG WAY TOWARDS THAT GOAL!

WHAT ABOUT MY *PHONE CALL!* I AM *ENTITLED* TO ONE!

I DON'T KNOW IF THE LAND-LINES HAVE BEEN RECONNECTED, BUT I'LL FIND OUT FOR YOU...

IN VENOM'S HIDEOUT...

HE'S A MENACE!

WE'D BE DOING THE REST OF THE WORLD A FAVOR! WE'D BE--

BR-R-I-I-NG

I KNOW THIS NUMBER-- AND A LOT OF OTHER THINGS FROM WHEN WE WERE MELDED THROUGH YOUR OTHER!*

*LAST ISSUE. --TOM

WHA--?

NOBODY HAS THIS NUMBER!!

UNLESS IT IS A REAL CALL FOR THE SWITCHING TERMINAL FOR THE SUBWAY SYSTEM, WHICH IS THE LINE WE TAPPED INTO--

BUT WE CHOSE THAT LINE BECAUSE THAT WHOLE SECTION HAD BEEN CLOSED DOWN!! WHO--??

I'M UNDER ARREST AND IN TROUBLE, BUT I WANT YOU TO PROMISE ME THAT YOU WON'T COME DOWN HERE AND BUST ME OUT AGAIN!!

EDDIE? THIS IS ANN--

HEADS UP! IT'S THE FOURTH ESTATE!

TRISH TILBY JUST SHOWED UP WITH HER CAMERA CREW!

SOME APPLE-POLISHING BRASS-HAT WALTZED 'EM IN RIGHT THROUGH THE FRONT DOOR!

OH NO!

TURN THAT CAMERA OFF! WHO GAVE YOU PERMISSION TO SHOOT IN HERE?

WHAT HAVE YOU GOT TO HIDE, DETECTIVE STEEN?

DON'T THE PEOPLE HAVE A RIGHT TO KNOW THE FACTS?

WHAT.?

WHO LET WEYING MAKE A PHONE CALL.?!

GET HER AWAY FROM THAT PHONE.!!

GET THIS ALL ON TAPE, BOYS.!!

SHE HAS THE RIGHT TO MAKE A CALL! ARE YOU DENYING HER THAT RIGHT? IF SO--

I DON'T HAVE MUCH TIME, EDDIE!

YOU PROMISE ME RIGHT THIS SECOND THAT YOU WILL NOT COME DOWN HERE.!!!

PROMISE, EDDIE.!

I PROMISE, ANN--!

--EDDIE BROCK WILL NOT COME DOWN THERE!

THE OTHER!!!

GOOD LORD!

I HOPE YOU'RE ROLLING TAPE ON THIS, FLOYD!

MEANWHILE, DOWNTOWN...

I, LIKE, KNOW WE'RE LIKE FROM TWO DIFFERENT WORLDS, BUT, LIKE, WHAT DIFFERENCE DOES IT LIKE MAKE IF, LIKE, WE'RE IN LOVE, YOU KNOW?

I CAN REMEMBER HAVING TO DO THIS UP IN THE ATTIC AT AUNT MAY'S HOUSE.

MAYBE IF YOU CHANGED YOUR NAME FROM DOG VOMIT--

IT SEEMS LIKE ONLY YESTERDAY--

THERE IS *PANDEMONIUM* DOWN HERE, FOLKS--

OUCH!

I NEVER *DID* GET THE HANG OF THIS!

VENOM SURE HAS IT *EASY*, HAVING AN *ALIEN SYMBIOTE* FOR A *COSTUME!*

WE INTERRUPT THIS EPISODE OF EAST VILLAGE 10003 TO BRING YOU THIS SPECIAL *NEWS FLASH* LIVE FROM *POLICE HEADQUARTERS!!*

HOLY--

--AS SHE-
VENOM GOES
ON A
RAMPAGE.!!

HI
MOM.!!

MAR • 3

MARVEL SPIDER-MAN GROUP

VENOM

APPROVED BY THE COMICS CODE AUTHORITY

ALONG CAME A SPIDER...

ST. PIERRE

CONGO TONE

SHEESH! BARELY HAD TIME TO SEW MY SPIDER-TOGS BACK TOGETHER WHEN ANOTHER LOAD HITS THE FAN--!

--GOOD THING I WAS WATCHING THE TV NEWS WHILE I WAS PINNING AND STITCHING!

--THERE IS UTTER CONFUSION AND TERROR HERE AT POLICE HEAD-QUARTERS AS--

FLOYD! DON'T PUT THE CAMERA ON ME! GET A SHOT OF--

--SHE-VENOM IN ACTION!!

MOVING TOO FAST! CAN'T TRACK HER! DON'T DROP THE NARRATIVE BALL, TRISH!

WE HAVE JUST WITNESSED THE AMAZING TRANSFORMATION OF EDDIE BROCK'S EX WIFE, ANN WEYING, INTO A *RAMPAGING SHE-VENOM!*

IT APPEARED TO ME THAT THE *ALIEN OTHER* TRAVELED THROUGH THE *TELEPHONE LINE* AND MELDED WITH ANN WEYING!

BUT WHERE IS *EDDIE BROCK A.K.A. VENOM?*

TALK TO ME, ALIEN--!

--WHY HAS EDDIE SENT YOU TO ME??

DON'T *SHOOT* HER, CLARK!

SHE HASN'T TECHNICALLY *DONE* ANYTHING YET OTHER THAN *MORPH!*

I'M NOT *THAT* TRIGGER-HAPPY, *STEEN!*

THE ONLY REASON WE WERE HOLDING HER HERE WAS TO LURE *VENOM* INTO SHOWING UP AGAIN--

--WE SURE DIDN'T FIGURE ON HIM JUST SENDING HIS *ALIEN SYMBIOTE!*

CUT TO THE CHASE

SCRIPT
LARRY HAMA
PENCILS
JOE ST. PIERRE
INKS
MARK McKENNA
COLORING
MALIBU/TOM SMITH
LETTERING
KEN LOPEZ/SUSAN CRESPI
EDITOR
TOM BREVOORT

WHAT?? EDDIE WANTS US TO MEET HIM WHERE??

THAT HORRIBLE PLACE??

THEN WE'VE GOT A LONG TRIP AHEAD OF US--

--SO WE HAD BETTER BE ON OUR WAY!

YOU LET HER GET AWAY, CLARK!!

KE-RASH!

LOOK OUT! SHE'S SOMERSAULTING TOWARDS THE WINDOW!

I DID, HUH? I DIDN'T SEE YOU THROWING YOURSELF IN FRONT OF THE WINDOW, STEEN!

YEEE-HA!

CENTRAL? THIS IS DETECTIVE CLARK OF THE COMMISSIONER'S SPECIAL *VENOM TASK FORCE*...

...I WANT AN APB OUT ON ***SHE-VENOM***-- A DESCRIPTION? WELL, LESSEE--

SHE LOOKS LIKE ***VENOM***, ONLY SHE'S GOT--ALL THE STUFF THAT ***WOMEN*** HAVE! WHATTAYA MEAN, THAT'S NOT CLEAR ENOUGH--?

UH, DETECTIVE STEEN?

YOU'RE THAT TELEPHONE TECH, RIGHT?

YES, M'AM. I THINK I KNOW A WAY TO FIND OUT WHERE THAT CALL CAME FROM...

WHAT CALL?

THE CALL THAT ***VENOM*** USED TO TRANSFER THE *OTHER* TO *ANN WEYING!*

MEANWHILE, DEEP UNDER THE STREETS OF MANHATTAN...

WHEW! THIS IS SOME HEAVY SLOGGING WITHOUT MY OTHER!

I'LL NEVER MAKE IT TO MY RENDEZVOUS WITH ANN AT THIS RATE!

I'D MAKE BETTER TIME UP ON THE STREET.

SKRE EEEEE!

BEEF EEE EP!

HEY, YOU KREZZY OR SOMPTHINK?

JUST WHAT I NEED!

I'M GOING TO BROOKLYN--

HEY, YOU SMELLINK LIKE SEWER!

YOU BETTAH TIP RILL GOOT!

IN LOWER MANHATTAN...

IT MUST BE EDDIE BROCK'S ALIEN OTHER THAT HAS SOMEHOW MELDED WITH ANN WEYING AND--

--WHOA!! SPIDER-SENSE IS PICKING UP DECIDEDLY VENOM-LIKE VIBES--

--BUT NOT IN THE DIRECTION OF POLICE HEADQUARTERS!

THERE SHE IS!

SHE'S HITCHING A RIDE ON TOP OF A BUS!

THWIPP

THWIPP

TWO CAN PLAY THIS GAME!

IF I DOG HER FROM A SAFE DISTANCE, SHE JUST MIGHT LEAD ME TO VENOM...

...AND WE CAN TAKE CARE OF SOME UNFINISHED BUSINESS!*

*LAST ISSUE! --TOM

AT THE BROOKLYN BATTERY TUNNEL...

PESSENGER ISS PAYINK TOLLS IN EDVENCE!! FOH DOLLAH!!

OH, THIS IS JUST GREAT!

I'VE GOT A GRAND TOTAL OF TWENTY SEVEN CENTS--

--LOOK, YOU'RE GOING TO HAVE TO TRUST ME UNTIL WE GET TO--

NYET MONEY??

MILITIA! POLICE-MENS!!

I CAN EXPLAIN EVERYTHING, OFFICER--

JUST KEEP YER MEAT-HOOKS WHERE I CAN SEE 'EM AND STEP OUT OF THE CAB, SIR.

GRUBYK BANDITOV!

SURE, OFFICER. NO PROBLEM--

LORD! YOU BEEN TROLLING THE SEWERS OR WHAT?

ACTUALLY--

YOU LOOK FAMILIAR! YOU BETTER HOPE I AIN'T SEEN YER UGLY MUG ON NO WANT SHEET--

AT THE WILLIAMSBURG BRIDGE...

GOING TO BROOKLYN, ARE YOU--?

--AND TRANSFERRING TO A SUBWAY, TOO!

DON'T YOU KNOW THAT THE MAYOR IS CRACKING DOWN ON FARE-BEATERS?

M

AH WELL--AT LEAST HE LEAVES THE COSTUMED VILLAINS, MUTANT WACKOS AND ALIEN SYMBIOTES TO ME!

NOW, IF I TIME THIS JUST RIGHT...

...I CAN SWOOP DOWN *BEHIND* THE TRAIN--

--AND HITCH A RIDE ON THE SAME SUBWAY AS *SHE-VENOM* WITH HER BEING NONE THE WISER!

THWIPP THWIPP

MAAAAA!

WHAT *IS* IT, KADEEM?

SPIDER-MAN IS ON THE TRAIN!

HAVE YOU BEEN READING THOSE JUNKY COMIC BOOKS AGAIN?

MA, HE'S REALLY OUT THERE--

THEY JUST ROT YOUR BRAIN, YOU KNOW--

LOOKS LIKE THIS IS AN *EXPRESS*...

...THAT GIVES ME PLENTY OF TIME UNTIL THE NEXT STOP TO CHECK ON WHETHER **SHE-VENOM** GETS OFF OR NOT.

PLENTY OF TIME TO FINISH SEWING UP MY COSTUME!

MAAA!

BACK AT THE TUNNEL...

YO! OFFICERS!

THERE'S SOME SORT OF ALL-OUT ALERT AND THIS CAB FARE-BEATER IS SMALL POTATOES COMPARED TO WHAT'S COMING OVER THE WIRE!

THERE'S A FEMALE VERSION OF **VENOM** ON THE LOOSE!

HUH? NO KIDDIN'?

SOUNDS LIKE THERE WAS A MAJOR BROUHAHA DOWN AT **HEADQUARTERS!**

ANYBODY DOWN? MY BRUDDER WOIKS RECORDS AT H.Q.--

VRRROOOM

HEY!! THAT **FARE-BEATER** JUST GRADUATED TO **CLASS-A FELON!!**

THAT'S A **POLICE MOTORCYCLE** HE JUST **RIPPED OFF!**

AT THRILL WORLD AMUSEMENT PARK IN BROOKLYN...

"YOU SEE ANYTHING THROUGH THAT TELEPHOTO?"

"NADA. NO SIGN OF LD-50. DID YOU LOSE CONTACT WITH YOUR *PLANT*?"

"I THINK THE BATTERY DIED ON HIS WIRE--"

"WE GOT ACTION ON THE MIDWAY--"

"WHAT?"

"WHO OR *WHAT* IS *THAT*??"

"SHE'S WALKING RIGHT INTO OUR OPERATION!! IT'S SOME FREAK IN A *COSTUME!*"

"GET A CLOSER ZOOM ON HER--"

"SOMEBODY GIVE ME A PAIR OF BINOCULARS!"

"--HOLY--!! THAT'S NO *COSTUME!!*"

"WHAT HAVE WE GOT GOING *ON* DOWN THERE?"

DEA HAS BEEN TRYING TO NAIL THIS LD-50 CREEP FOR TWO YEARS, AND WE'RE NOT GOING TO LET SOME FREAK BLOW THIS OP!

IT'S ONE OF OUR GUYS IN THERE UNDER DEEP COVER, THOMPSON!

DEA

ATF GENT

DEA

ATF

AFFIRMATIVE, THOMPSON--AND HE'S WEARING ONE OF YOUR MALFUNCTIONING RADIOS!

HOLD ON, THOMPSON! THIS IS A JOINT OP! ATF HAS JUST AS MUCH INVESTED IN NAILING LD-50--HE'S PUSHING GUNS AS WELL AS DOPE!

EXCUSE ME, SIR-- BUT YOU HAD BETTER CHECK THIS OUT--

ATF AGENT

--WE HAVE YET ANOTHER PLAYER ON THE FIELD!

WHAT NOW--?

"BLAST AND DOUBLE BLAST!! WHAT'S HE DOING HERE???"

MEANWHILE...

VRROOM

UNGH!! THIS IS THE LONGEST I'VE BEEN SEPARATED FROM MY OTHER IN QUITE A WHILE--!

--HAVING PHYSICAL *WITHDRAWAL!*

CHEST PAIN, SWEATS AND SHAKES!!

HOW AM I GOING TO DITCH THE COPS AND STILL MAKE MY MEETING WITH *ANN*?

SHE'S GOING TO *FREAK* IF I DON'T SHOW UP!

CENTRAL! WE ARE IN PURSUIT OF A STOLEN POLICE VEHICLE-- THE SUSPECT MATCHES THE DESCRIPTION OF *EDDIE BROCK*, AKA *VENOM*!

VROOM

BLAM

CENTRAL SAYS THAT *EDDIE BROCK* STOLE A HIGHWAY BIKE AND IS HEADING EAST ON THE BELT PARKWAY!

WE ARE NOW A *SPECIAL TASK FORCE*--

--WE CAN REQUISITION A *HELICOPTER*?

AT THRILL WORLD...

THEY CALL THIS THE *HOUSE OF HORRORS*?

NOT VERY *SCARY* AT ALL--

OF COURSE, IT MIGHT HAVE BEEN MORE EFFECTIVE BEFORE THE PARK CLOSED AND GOT ALL RUN DOWN!

NOW WHERE *IS* THAT *HATCH*--

AHA! JUST WHERE I REMEMBERED IT TO BE!

WHAT IN BLUE BLAZES IS *DOWN* THERE? HOW DOES SHE KNOW EXACTLY WHERE *TO GO?*

WHAT CONNECTION COULD ANN WEYING HAVE TO AN ABANDONED *AMUSEMENT PARK?*

--OF *COURSE!* MY *CLONE* TOLD ME ALL ABOUT THIS PLACE!

THIS IS WHERE MY "*PARENTS*" WERE HELD CAPTIVE BY *VENOM!* ANN WEYING WAS HERE, TOO--*

UH OH! SOMETHING *ELSE* IS DOWN THERE--

AND SOMETHING ELSE IS *OUT-SIDE,* TOO!

*SEE *AMAZING SPIDER-MAN #375!* --TOM

BELOW THE HOUSE OF HORRORS...

INIQUITOUS PERFIDY! BETRAYED BY A LOW POLTROON! AH JOMO-- OR WHATEVER YOUR REAL NAME IS--

--I BESTOWED MY *TRUST* UPON YOU AND YOU HAD THE GALL TO TRAIPSE INTO MY SANCTUM SANCTORUM WEARING A *RADIO TRANSMITTER*! WHO DO YOU REPORT TO, *TRAITOROUS DOG*?

YOU'RE GOING DOWN, *LD-50*! THEY'RE GOING TO DROP YOU IN A HOLE UP IN *MARION* AND LAY A CONCRETE *SLAB* OVER IT!

ROACH! PROCEED TO THE SURFACE WITH YOUR FLAME PROJECTOR AND INCINERATE ANY AND ALL WHO WOULD INTERVENE--!

--WHILST I AM ENGAGED IN THE ODIOUS INTERROGATION OF THIS NEFARIOUS INFORMER!

YOU GET NOTHING FROM ME BUT *THIS* DIRTBALL!!

SPOOT

I BEG TO DIFFER!

I *SHALL* EXTRACT ALL I DESIRE FROM YOU...

THWAMM

...AND YOU SHALL *SCREAM* EVERY WORD OF IT!

WE THINK *YOU'RE* THE ONE WHO'S GOING TO BE *SCREAMING*!

WHAT'S THIS? ANOTHER *INTERLOPER*??

YOU CUT THAT POOR MAN LOOSE--

--OR PAY THE CONSEQUENCES.!

DAG! IT'S SHE-VENOM.!

I HEARD ALL ABOUT HER ON THE RADIO! SHE TRASHED THE MAIN COP SHOP!

I AM UTTERLY UNIM-PRESSED--!

--I DEALT WITH RAGE AND THE TETRARCHES OF ENTROPY--*

--THIS UPSTART BIMBO IS NOTHING COMPARED TO THEM!

*IN THE AVENGERS! --TOM

BLOW HER AWAY!

RATATATAT

BLAMM

POW

BRRRAPP!

LISTEN ANN--

--IF YOU'RE GOING TO GET INTO THE *HERO* LINE OF WORK, YOU HAVE TO REMEMBER TO GET OUT OF THE WAY OF *BULLETS*.!

WE DON'T NEED YOUR HELP, SPIDER-MAN!

WOOF!

WE DEAL WITH *BULLETS* OUR OWN WAY.!

--BY EATING THEIR BRAINS.!!!

BOINK!

BIP!

BLIP!

AND WE DEAL WITH THE *SCUM* WHO *PREY* ON THE *INNOCENT*--

URK!

NOW, I'VE GOT TO SAVE THESE DRUG AND WEAPONS DEALERS FROM *HER*.!!

OVER THE BELT PARKWAY...

THERE HE IS!

BRING US DOWN LOW ENOUGH FOR ME TO GET A CLEAN SHOT AT HIM!

WHAT *NOW?* IS THIS THE NEXUS OF ALL CLUSTER-FOUL-UPS? THAT'S AN *NYPD* CHOPPER!!

GET ON THE PRIORITY CHANNEL AND *STOP* THOSE IDIOTS BEFORE THEY BLOW THIS OP BEYOND ALL HOPE!

DEA

ATF

WHAT ARE YOU DOING? I HAD HIM IN MY *SIGHTS?*

THAT WAS THE *FEDS* ON THE HORN--

--THEY'RE CLAIMING *JURISDIC-TION* ON THIS ACTION!

UNDER THE HOUSE OF HORRORS...

YOU CAN *RUN*--

SCHRRIPP

--BUT YOU SURE CAN'T HIDE!!

SCHRAMM!

BLAMM!

POW

ANN! CAN WE TALK??

THIS IS *IMPOSSIBLE!* HOW CAN I DODGE BULLETS, PROTECT THE *BAD GUYS* FROM *SHE-VENOM* AND PROTECT *SHE-VENOM* FROM THE *BAD GUYS* ALL AT THE *SAME TIME?*

WHAT HAPPENED TO THE DAYS WHEN BEING A SUPER HERO WAS *EASY?*

WHAT HAPPENED TO THE DAYS WHEN BEING A *CRIMINAL* WAS *EASY?*

A HASTY *RETREAT* WOULD SEEM TO BE MY BEST OPTION AT THIS TIME!

ANN! ANN! ARE YOU *IN THERE??*

ANN! IT'S ME, EDDIE.!

LD-50 SAID TO INCINERATE ANY AND ALL--

--AND THIS SUCKER FITS THE TICKET.!

FOOOOOOOSH!

WHO--?

BA-ROOOMPH

ARRRRRRGH!!!

ANN--!!!

--HEEEELP MEEEEE!!!

EDDIE--?

--EDDIE!!!

THIS TAKES THE *CAKE!* I AM ABOUT READY TO THROW IN THE TOWEL ON THIS OP!

WELL, *I'M* NOT! I'VE GOT A LOT OF *FAITH* IN *LO-SO!*

HE'S GOT TOO MUCH CAPITAL INVESTED IN *STOCK* IN THAT BUNKER AND I'M BETTING HE'S NOT GIVING UP ON IT!!

DEA

ATF

TO BE CONCLUDED!

APR • 4

MARVEL
SPIDER-MAN GROUP

VENOM

APPROVED BY THE COMICS CODE AUTHORITY

TM

ALONG CAME A SPIDER...

ST.PIERRE +'9
McKENNA 5

AND FRIGHTENED MISS MUFFET AWAY

AT THRILL WORLD AMUSEMENT PARK IN BROOKLYN, EDDIE BROCK, SPIDER-MAN AND SHE-VENOM HAVE STUMBLED UPON THE HIDEOUT OF A VICIOUS GANG OF DRUG AND WEAPONS DEALERS.

EDDIE!! OH, EDDIE-- DON'T DIE!!

SCOPE THIS OUT, JELLY! ROACH PUT HIS FLAME THROWER TO THAT DUDE AND SENT HIM TO CRISPY-CRITTERVILLE!

THAT STENCH IS RUDE, MAN-- LIKE BURNT BACON!

ANN--

--I-- NEED--THE-- OTHER!

ONLY THE ALIEN CAN SAVE ME!

SCRIPT	LARRY HAMA
BREAKDOWNS	JOE ST. PIERRE
FINISHES	McKENNA • EMBERLIN
COLORING	TOM SMITH
COLOR SEPS	MALIBU
LETTERING	KEN LOPEZ
EDITOR	TOM BREVOORT
EDITOR IN CHIEF	BOB HARRAS

LIKE IT HEALED ME WHEN I WAS DYING--!*

YES--

--LET--IT-- COME--TO-- ME--!

--AHHH!

THAT'S MORE LIKE IT!

* IN VENOM: SINNER TAKES ALL #2. -- TOM.

HOO-HA!

NOW WE ARE WHOLE AGAIN!

OH, EDDIE-- DON'T LET THE VENOM SIDE OF YOU TAKE OVER!!

THAT WAS WHACK, MAN!

I'LL GIVE YOU A HOLE--

--I'LL GIVE YOU A WHOLE MESS OF NINE MILLIMETER HOLES!

IT'S THAT VENOM CREEP!

HE DON'T LOOK THAT BAD TO ME--!

STONE UGLY, BUT NOT SO BAD HE CAN'T BE CAPPED-OFF, BLOWN AWAY, ZAPPED, SNUFFED, WHACKED, AND OTHERWISE DONE AWAY WITH!

WASTE HIM!

GET BEHIND US, ANN!

BLAM BLAM

POW

THIS AMMO IS CHUMP--

THE FAULT LIES NOT IN YOUR AMMUNITION--

--BUT IN YOUR COLD, UNCARING, UNSALVAGEABLE CRIMINAL HEARTS!

EEEEYAAAA!

YOW! FIRST, I HAD TO STOP ANN WEYING FROM RIPPING APART THE BAD GUYS...

...NOW, I'VE GOT TO RESTRAIN VENOM FROM DOLING OUT HIS OWN BRAND OF INSTANT STREET JUSTICE!

SPIDER-MAN JUST JUMPED INTO THE FRAY!

ATF

DEA

TIME FOR US TO INTERVENE YET?

NEGATIVE! THIS WHOLE OPERATION WAS SET UP TO BAG THE HEAD SLIME-BUCKET HIMSELF-- LD-50!

HE'S BEEN FLOODING THE CITY WITH DRUGS AND GUNS!

I'M NOT WHOLELY AGAINST **BRUISING** A FELON OR TWO IN THE ACT OF APPREHENDING THEM FOR THE PROPER AUTHORITIES--

--I JUST HAPPEN TO DRAW THE LINE AT *EATING THEIR BRAINS!!!*

KEEE-RASH

YOU ARE SUCH A **WIMP**, SPIDER-MAN!

MIGHT AS WELL POP CAPS AT **SPIDER-MAN** WHILE HE'S HERE!

YEAH, AT LEAST WE KNOW **HIS** BUTT AIN'T **BULLET-PROOF!**

BLAM

BLAM POW

BNEEEEE

TZING

PING

SEE HOW THE **VERMIN** REPAY YOUR ACTIONS ON THEIR BEHALF?

NOBODY GETS INTO THE SUPER HERO GAME EXPECTING **GRATITUDE**, VENOM!

DON'T YOU STRUGGLE NONE, PRETTY LADY--

--THE OL' ROACH MEISTER HAS GOT AN ITCHY TRIGGER FINGER AND A FULL PRESSURIZED TANK OF JELLIED GASOLINE!

THAT FLAME-THROWER--!

YOU'RE THE ONE WHO BURNT UP EDDIE!!

VERY ASTUTE OBSERVATION, PRETTY LADY...

...AND I'M PRETTY OBSERVANT MYSELF!

I NOTICED THAT YOU'RE PRETTY IMPORTANT TO VENOM!

NOW WHERE DID I PUT THAT FLIP-PHONE--?

LD-50? THIS IS ROACH! I GOT VENOM'S MAIN SQUEEZE AS A HOSTAGE!

AM I EXPECTED TO EXPIRE IN PAROXYSMS OF ECSTASY AT THESE TIDINGS--?

HARDLY!

MAINTAIN THE TROLLOP INCOMMUNICADO, MY GOOD MAN...

...MY PUGNACIOUS COHORTS AND I ARE ALLEVIATING THE ONEROUS DILEMMA WITH VEHICULAR BEHEMOTHS AND MASSED FIREPOWER!

NOW, GET OFF THE LINE, I HAVE MY PSYCHIATRIST ON HOLD!

ANN?

ANN??

WHAT HAVE THESE ABHORRENT SLIME DONE WITH MY EX-WIFE??

TAKING THE OFFENSIVE, ARE THEY--?

BLAM

POW

THAT SIMPLY SAVES US THE TROUBLE OF FINDING THEM!

COME BACK HERE, YOU PARASITICAL WYASTE-PRODUCT OF A SICK SOCIETX-!

RATATATATA

THUMP

WHUMP

SPLAT

THWIPP

AT LEAST MAKE YOURSELF USEFUL AS A BULLET-STOPPER!

AAAAARRRGH!

VENOM!

PUT HIM DOWN AND I'LL HELP YOU FIND ANN!

DR. DAFAY? LD-50 HERE. I AM IN THE MIDST OF AN EGREGIOUSLY STRESSFUL SITUATION, AND I WANT IT ON RECORD THAT I MAY BE EXPERIENCING A PSYCHOTIC EPISODE...

Dr. Otto Dafay
Clinical
Psychologist

...ONE THAT MAY EVEN RENDER ME IMMUNE TO CRIMINAL PROSECUTION IN THE EVENT OF MY APPREHENSION BY LOCAL GENDARMERIE!

SOUNDS GOOD TO ME, MR. FIFTY! SAY, DO YOU WANT ME TO PUT THIS ON YOUR REGULAR TAB?

DON'T GO IN THERE, CLARK!! WE'VE BEEN ORDERED OFF THIS CASE BY THE ATF AND THE DEA!!

YOU'RE GOING TO KILL YOUR CHANCE TO BE CHIEF SOME DAY!

IT WAS A LONG SHOT ANYWAY, STEEN!

RIGHT NOW, ANN WEYING IS IN THERE, AND WE'RE STILL RESPONSIBLE FOR HER!!

MAN, LD-50 WENT AND GOT HIS BAD RIDES!

HE'S GONNA PUT THE GIANT FIRESTONES TO THOSE SUPER-GEEKS AND SMOKE THEIR SHOES!

THIS IS GONNA BE PHAT!

VROOM

BLAM!
BLAM!
POW!

I SAID, PUT HIM DOWN, VENOM!

WHY NOT? HE'S ALL FULL OF HOLES, ANYWAY--!

AND HE'S SERVED HIS PURPOSE; DEFLECTING THE SLINGS AND ARROWS OF OUTRAGEOUS FELONS!

IF THAT WAS AN EXAMPLE OF YOUR PROSE, IT'S NO WONDER YOU WERE A FAILURE AS A JOURNALIST!

I DIDN'T FAIL AS A NEWSPAPERMAN--

SKRONCH

--MY CAREER WAS SABOTAGED BY YOU...

...OR SOMEONE SO SIMILAR TO YOU HE COULD BE YOUR TWIN!

SCHRRIPP

WHAT? HOW COULD HE KNOW--?

OF COURSE! HIS SYMBIOTE BONDED WITH ME ONCE BEFORE!* IT MUST RECOGNIZE ME!

OH YEAH? MY NEW AFTER-SHAVE THREW YOU OFF, HUH?

THAT WAS ABOUT AS CONVINCING AS THAT NEW COSTUME YOU'RE WEARING!

*DURING PLANET OF THE SYMBIOTES IN THE 1995 SPIDER-MAN ANNUALS.--TOM

THOOOM

SEND THE BILL TO MY CAYMAN ISLANDS ADDRESS, DR. DAFAY...

...AND LET US NOT FORGET THE RENEWAL ON MY PROZAC PRESCRIPTION!

I SAY WE WAIT AND BAG LD-50 WITH THE GOODS!

WE SHOULD TAKE HIM DOWN NOW! THIS OP IS WAY OUT OF CONTROL!

ATF

DEA

DEA

WHAT'S THE BIG DEAL? LD-50 IS JUST GOING TO TESTIFY IN EXCHANGE FOR IMMUNITY AND GO INTO THE WITNESS PROTECTION PROGRAM!

WHO SAID CRIME DOESN'T PAY?

SO WHAT *ARE* YOU? THE *TEMPORARY SUBSTITUTE* OR THE *PERMANENT REPLACEMENT*?

I'M THE *ORIGINAL* SPIDEY, AND THE FRIENDLY NEIGHBOR-HOOD SPIDER-MAN THAT *VENOM* KNEW WAS MY *CLONE*, BUT I CAN'T TELL HIM THAT--!

HEY--! LET'S NOT FORGET ABOUT *ANN WEYING*!

HOW CAN WE FORGET THAT *YOU'RE* THE ONE WHO'S TRYING TO TURN HER *AGAINST* US!

WELL, IF YOU REALLY *LOVED* HER, YOU WOULD--

DON'T *SAY* IT, SPIDER-MAN--!

FACSIMILE, FRAUD OR REAL McCOY, I'VE GOT *MORE* THAN ENOUGH REASON TO PULP YOUR PROBOSCIS!

LOOK OUT *BEHIND* YOU!

HA! YOU THINK I'D FALL FOR THAT OLD--

SLAMM

--TRICK?

LD-50 JUST MADE ROAD-KILL OUTTA THAT VENOM JERK!

IMBEDDED HIS FACE IN THE GRILL!

OH, NO!

OH, MAN--I HOPE THE TERRIFIC BEATING I'VE BEEN GIVING TO VENOM'S KNUCKLES WITH MY FACE IS WEARING HIM DOWN SOME--

--I'VE GOT A BAD FEELING THAT GETTING FLATTENED BY A MONSTER 4X4 ISN'T GOING TO SLOW HIM DOWN TOO MUCH!

DR. DAFAY? MY MOOD HAS BEEN UNEXPECTEDLY ELEVATED IN THE LAST FEW MOMENTS AND I CAN'T EXPRESS HOW--

--URK!! I'LL CALL YOU BACK LATER!!

THAT'S TOO OPTIMISTIC, SLIME-BAG--

THERE ISN'T GOING TO BE ANY LATER FOR YOU!

I'LL SCRAPE HIM OFF THE HOOD FOR YA, BOSS--

URRRGH!

--WITH A L.A.W.* ROCKET!!

FOOOOSH

THOOM

*LIGHT ANTI-TANK WEAPON

FINISH HIM!

I WANT HIM *MOLECULARLY DISINCORPORATED!*

TIME TO GET OURSELVES INTO A *NEUTRAL CORNER*, VENOM--

TZING

BWEE

VIP VIP VIP

UHHHH--

--SO WE CAN TAKE *FIVE* AND *REGROUP!*

DISCRETION IS THE BETTER PART OF *VALOR*, RIGHT?

DESIST! THE ARACHNO-HUMANOID PSYCHO-VIGILANTES HAVE BEEN PUT IN THEIR *PLACE* FOR NOW!

OUR TIME IS BETTER SPENT IN THE SPEEDY REMOVAL OF OUR *MERCHANDISE* FROM THESE ENDANGERED SPECIES!

HOUSE OF HORROR

WE'RE MOVIN' THE *DRUGS* AND *GUNS* TO ANOTHER *SAFE HOUSE?*

PRECISELY!

WHAT DO I DO WITH THE *HOSTAGE*, BOSS?

IT WOULD SEEM THAT SHE IS, SHALL WE SAY, *REDUNDANT*?

WHAT WAS IT THAT HENRY II ASKED THOSE FOUR KNIGHTS TO DO TO THOMAS ABECKET? YOU THINK ABOUT IT AND DO WHAT YOU HAVE TO DO, THEN COME JOIN US DOWN IN THE *BUNKER*.

IT WAS, LIKE, A *RHETORICAL* QUESTION, BUT THEY TOOK IT TO MEAN THEY SHOULD *WHACK* THE DUDE!

LD-50 DON'T WAX TOO RHETORICAL, YOU DIG? LIKE, THE DUDE IS *LITERAL* TO A FAULT--

DROP THE BISCUIT, SKELL!!

KEE-RASH

I SAID DROP IT!!

BLAMM BLAMM

EEEYOW!

KA-THOOOM

HANG ON, ANN! WE'RE HERE TO SAVE YOU!!

THE *SAVING* PART IS TAKEN CARE OF, VENOM, ALTHOUGH THE TWO OF YOU CAN ASSIST IN THE *MOPPING UP!*

ANN!! DID THAT CREEP HURT YOU? ARE YOU--?

YOU STAY AWAY FROM ME!!

I DON'T WANT TO HAVE ANYTHING TO DO WITH YOU ANYMORE!

I DON'T WAN'T THAT *ALIEN OTHER* TO COME NEAR ME EVER AGAIN, EVEN IF IT'S TO SAVE MY *LIFE!*

HEY! WHERE DID THAT *SKELL* GO

THERE'S A *HATCH* THAT LEADS DOWN INTO THE *BUNKER* THAT *LD-50* IS USING TO STORE HIS *DRUGS* AND *WEAPONS*--

--THAT HOOD WITH *FLAMETHROWER* IS PROBABLY ON HIS WAY DOWN TO WARN HIS BOSS AND MAKE HIS GETAWAY!

ANN-- I *LOVE* YOU...

...I'D DO *ANYTHING* FOR YOU!

NOT ONLY IS THE *EDDIE BROCK* I USED TO KNOW GONE OVER THE EDGE INTO DELUSIONAL BEHAVIOR AND DEPENDENCE ON THIS *ALIEN*--

--BUT NOW, YOU'RE TRYING TO GET *ME* HOOKED AS WELL!

I STILL HAVE THE STRENGTH TO RESIST IT, AND I'M HOPING THAT *YOU* CAN FIND THE STRENGTH IN YOURSELF TO DO THE SAME--

IF AND WHEN YOU MANAGE TO DO THAT, AND IF AND WHEN YOU BURY THE HATCHET WITH *SPIDER-MAN*...

...*THEN*, WE'LL HAVE *SOMETHING* TO TALK ABOUT.

THIS IS THE HATCH, HUH? WHAT'S THIS *PUDDLE*?

GAS...

JELLIED GASOLINE--

ONE OF YOUR BULLETS MUST HAVE PUNCTURED THE *FLAMETHROWER* TANK!

I WANT THIS MERCHANDISE REMOVED *POST HASTE!*

AND EXERCISE A GOODLY AMOUNT OF *CAUTION* IN DEALING WITH THOSE BARRELS OF *EPHEDRINE* AND *ETHER*--

--THEY ARE AS *VOLATILE* AS THEY ARE *EXPENSIVE!*

YO, BOSS! THE *P/G PLANT JOMO* CUT HIMSELF LOOSE AND *BLEW!*

HERE COMES *ROACH!*

THE *COPS* ARE UP IN THE *HAUNTED HOUSE LD-50!*

THEY GONNA BE COMIN' DOWN THE TUNNEL ANY *SECOND!*

THEN WE SHALL HAVE TO *RAIN* ON THEIR *PARADE*, SHAN'T WE?

WHAT DOES LD-50 HAVE DOWN IN THAT BUNKER, JOMO?

A HALF TON OF DRUGS, A FEW HUNDRED CRATES OF HEAVY ARMAMENTS...

...AND A WHOLE MESS OF 55-GALLON DRUMS FULL OF EPHEDRINE AND ETHER!

THAT'S THE STUFF THEY USE TO PROCESS METH-AMPHETAMINE AND COCAINE.

GOOD GRIEF! THEY STORE THAT STUFF WITH EXPLOSIVES AND AMMO??

IF THERE REALLY IS A BIG STASH OF GUNS AND DOPE DOWN THERE, THEN WE HAD BETTER GO AND STOP THOSE BAD BOYS BEFORE THEY SPLIT WITH THE GOODS!

I AM WILLING TO IGNORE THE PRESENCE OF A KNOWN FELON AND A NOTORIOUS COSTUMED VIGILANTE IN THE BEST INTERESTS OF THE PUBLIC IF THEY WILL HELP APPREHEND THESE DIRT-BAGS...

YOU'VE GOT A DEAL, CLARK!

IT MIGHT BE BETTER TO SNEAK UP ON THEM IN THE DARK!

KA-SHUNK

IN THE BUNKER...

DAG! WHAT HAPPENED TO THE LIGHTS?

'TIS BETTER TO LIGHT A CANDLE THAN TO CURSE THE DARKNESS--

I GOT A MATCH, YOU GOT THE CANDLE BOSS?

URK! IT WAS A METAPHOR, STUPID!!

FOOOMP

SOMEBODY STAMP HIM OUT BEFORE THE WHOLE CACHE IGNITES AND--

UH-OH!

BA-WHOOOMPH

HOO-HA!!

OH, MY STARS AND GARTERS!

ATF

LOOK OUT!! IT'S RAINING GUNS!!

YOW! I HAVEN'T RUN THAT FAST SINCE HIGH SCHOOL!

YOU WERE ON THE TRACK TEAM?

NAH. JUST UNPOPULAR.

WHERE'S VENOM? WASN'T HE RIGHT BEHIND US?

VENOM! HE PLAYED US FOR SUCKERS! HE SWITCHED OFF THE LIGHTS HOPING TO GET THEM TO LIGHT A MATCH--

--AND HIS BET *PAID* OFF!

THAT MANIAC WAS ACTING AS *JUDGE, JURY* AND *EXECUTIONER!*

I'M GOING TO HAVE TO *DEAL* WITH HIM...

...IF I CAN EVER TRACK HIM DOWN AGAIN!

ACROSS THE STREET...

I *TOLD* YOU WE SHOULD HAVE GONE DOWN THERE AND BUSTED THEM!

I HAD ORDERS FROM UPSTAIRS TO *WAIT!* WE NEED *LD-50* TO *TESTIFY* AGAINST HIS *SUPPLIERS!*

SO NOW, WE'VE GOT *NOTHING!!*

WHAT ARE THEY TALKING ABOUT? AT LEAST THAT SLIME-BAG IS OFF THE STREETS!

WE HAVE ALL THE *MORE* REASON TO *HATE SPIDER-MAN,* EVEN IF THIS ONE *IS* ONLY THE *PRETENDER* TO THE TITLE--

--BUT WE WON'T THROW AWAY OUR ONLY CHANCE AT RECONCILIATION WITH *ANN!*

NO! WE MUST *REDIRECT* OUR *ANGER*--

--*CHANNEL* OUR RESTIVE ENERGIES TOWARD THE RUTH-LESS *PARASITES* WHO *PREY* ON THE *INNOCENT!*

NEXT VENOM: THE HUNTED!

THE SENSATIONAL SPIDER-MAN®

#1 FEB

MARVEL SPIDER-MAN GROUP

APPROVED BY THE COMICS CODE AUTHORITY

MEDIA BLIZZARD

PART 1 OF 3

JURGENS

COLD.

COLD AND GETTIN' COLDER!

I HATE NEW YORK WINTERS.

HATE 'EM!

THWAP

FLIPPA FLAPPA

Eh?

HEY!

His given name is **Peter Parker.** While in high school he was bitten by a radioactive spider and endowed with amazing powers, which he has since used to protect the innocent and battle evil. Now he calls himself **Ben Reilly,** and, as a costumed crimefighter, he continues his crusade... for he understands that with great power comes great responsibility!

Stan Lee presents:

THE SENSATIONAL SPIDER-MAN!

Mists and Mirrors

MEDIA BLIZZARD

PART 1 OF 3

YOU STEALIN' MY PAPER!

NOBODY STEALS FROM ME!

YOU GET YERSELF BACK DOWN HERE AND GIMME MY FIFTY CENTS!

THANKS! KEEP THE CHANGE!

Oh, LORD! IT'S HIM! IT'S GOTTA BE --

THWAP

SPIDER-MAN!

AH, THE EVER-FRIENDLY *DAILY BUGLE!*

WONDER WHAT DEPTHS OF YELLOW JOURNALISM *JOLLY J. JONAH JAMESON* IS PLUMBING TODAY?

MAYBE HE'S TIRED OF BASHING SUPER HEROES AND HAS DECIDED TO NAIL PEOPLE WHO *REALLY* TICK HIM OFF?

LIKE *MOTHER TERESA!*

DAILY BUGLE

BUDGET CUTS

CHECK IT OUT! BLIZZARD OF THE CENTURY MOVING TOWARD NEW YORK!

STORM OF THE CENTURY

WORST EVER

WHAT'S THIS?

If you missed the first three days of New York's mysterious new network, then tune in tonight and find out what everyone's talking about!

MYSTERY VISION!

Call your cable service NOW!

SOUNDS INTERESTING! TOO BAD I'M SO BROKE --

-- THAT I DON'T HAVE A TV!

Ah, WELL, I'D BETTER GET BACK TO WORK! JUST WANTED TO GET OUT DURING MY BREAK --

-- TO CLEAR MY HEAD, GET A WORK-OUT --

-- AND SEE IF THERE WAS ANY SIGN OF THE STOLEN D.I.T. CHIP!

1st CONTINENTAL BANK

THE CHIP IS SOME REVOLUTIONARY TECHNOLOGY THAT WAS RIPPED OFF BY THAT ***ARMADA*** GUY A COUPLE OF WEEKS AGO.

IT'D BE NICE IF I COULD LOCATE IT AND RETURN IT TO ***PROFESSOR RAMIREZ*** FOR A TIDY LITTLE CHRISTMAS PRESENT!

AS SHOWN IN ***SENSATIONAL SPIDER-MAN*** #0 - Bob.

I'LL HAVE TO WORRY ABOUT THAT LATER! RIGHT NOW, ***BEN REILLY*** HAS TO GET BACK ON THE JOB!

BESIDES, IT'S TOO COLD TO BE JUMPING AROUND IN THESE GLORIFIED ***UNDEROOS!***

Daily Bugle

MINUTES LATER...

ONE TALL LATTÉ COMIN' RIGHT UP!

AND THIS TIME --

-- I PROMISE *PERFECTION*, SHIRLEY!

YOU'LL HAVE TO EXCUSE MY NEWEST EMPLOYEE, JESSICA. BEN IS QUITE TALENTED --

-- BUT HE'S *STILL* LEARNING THE ROPES HERE!

IF HIS COFFEE SKILLS ARE AS GOOD AS HIS LOOKS I'M SURE HE'LL CATCH ON QUICKLY, SHIRLEY!

Y'KNOW, I DON'T THINK I'VE EVER SEEN IT SO QUIET IN HERE! I KNOW IT'S CHRISTMAS BREAK AND ALL --

-- BUT YOU'D THINK THERE'D BE *SOME* STUDENTS HANGING OUT!

IT'S THAT NEW NETWORK ON TV -- *MYSTERY-VISION*, I THINK THEY CALL IT!

EVEN MY SON IS ADDICTED! I CAN'T TEAR HIM AWAY!

ONE TALL LATTÉ, PERFECTLY STEAMED!

IF YOU'RE CLAIMING PERFECTION, YOU'RE SETTING YOURSELF UP FOR A FALL, MISTER!

I'M A ***REALLL*** STRONG CRITIC!

PHOTO BOOKS? ARE YOU A PHOTO STUDENT OVER AT CENTENNIAL U?

PHOTO STUDENT, ART STUDENT... JUST ABOUT ANY-THING THAT ALLOWS ME TO AVOID REAL *WORK!*

REALLY? I USED TO DABBLE IN PHOTOGRAPHY A LOT MYSELF. IN ANOTHER LIFETIME FROM LONG AGO, I GUESS...

The PHOTO BOOK

...WHEN I WAS STILL GOING BY THE NAME ***PETER PARKER*** AND WORKING FOR THE BUGLE!

IN THAT CASE, HAVE A SEAT AND WE CAN TALK SHOP, MISTER...

BEN REILLY. CALL ME BEN.

HEY! THIS LATTÉ REALLY ***IS*** GOOD! CONGRATULATIONS, BENJY!

I'M SURPRISED YOU'RE HERE! CENTENNIAL IS OFF FOR CHRISTMAS BREAK AND MOST OF THE STUDENTS WENT HOME!

The Daily Grind

YEAH, BUT THE SCHOOL IS STILL OPEN AND IT GIVES ME TOTAL AND COMPLETE FREEDOM TO USE THE PHOTO FACILITIES!

YOUR FAMILY ISN'T BEGGING YOU TO COME HOME FOR THE HOLIDAYS?

NO WAY. MY FAMILY IS LONG GONE FOR THE MOST PART. MY BIRTH MOTHER DIED WHEN I WAS JUST A BABY --

-- AND I SPENT THE REST OF MY LIFE BOUNCING AROUND IN A NUMBER OF FOSTER HOMES.

BELIEVE ME, THERE'S NO FAMILY I WANT TO ***REMEMBER,*** MUCH LESS ***RETURN*** TO.

WOW. I'M SORRY TO HEAR THAT, JESSICA. WHAT ABOUT YOUR *FATHER?*

Oh, MY *FATHER* WAS ONE OF THE *GREATEST* GUYS YOU COULD EVER HOPE TO MEET!

HE WAS TOTALLY DEVOTED TO ME, BUT HE WAS UP AGAINST A LOT IN LIFE.

HE COULDN'T TAKE CARE OF ME, AND HE DIED WHEN I WAS IN MY TEENS.

Ah, BUT THAT'S *ENOUGH* ABOUT MY SAD AND TRAGIC LIFE! WHAT'S YOUR STORY, BENJAMIN REILLY?

TELL ME ABOUT YOUR PHOTO BACK-GROUND!

LIKE I SAID, I DABBLED WITH IT IN HIGH SCHOOL AND COLLEGE. A *LOOONG* TIME AGO!

LOOK, I WAS JUST HEADING OVER TO THE "*U*" TO DEVELOP SOME FILM! CARE TO COME AND SEE MY WORK?

I'D LOVE TO, BUT I'M SUPPOSED TO LOG A COUPLE MORE HOURS HERE!

Oh, GIVE YOURSELF A BREAK, BEN! IT'S SO QUIET IN HERE, I CAN SPARE YOU FOR THE EVENING!

OKAY, LET'S SEE WHAT YOU GOT!

SOUNDS LIKE THAT NEW NETWORK IS REALLY KEEPING PEOPLE AT HOME! MAYBE I'LL HAVE TO SCRAPE UP THE BUCKS TO BUY A TELEVISION SET!

SAME HERE! I HAVEN'T SEEN IT YET!

Oh, WOW! IT'S *SNOWING!*

THIS MUST BE THE START OF THAT BIG STORM THAT'S MOVING IN!

The Daily Grind

It only takes us a couple of minutes to walk over to Centennial University, but that's all it takes for me to realize --

-- that Jessica is a very... intriguing woman.

THIS IS THE STUDENT WORK AREA. MY LITTLE CUBICLE IS RIGHT OVER HERE!

SEE MY WORK ON THE WALL?

It hits me like a punch from the Rhino! I've seen Jessica before!

The first time I ever went out in my new suit --

SEE SENSATIONAL SPIDER-MAN #0 – Bob.

-- she was taking pictures of me as --

-- SPIDER-MAN?!

YEAH, I'VE ALWAYS BEEN STRANGELY... CAPTIVATED BY HIM. I WAS LUCKY ENOUGH TO GET THESE SHOTS OF HIM IN HIS NEW THREADS!

I DON'T KNOW WHAT I'LL DO WITH THESE FOR SURE, BUT MY FRIENDS THINK I SHOULD TRY SELLING THEM TO THE MEDIA!

THE *DAILY BUGLE* HAS ALWAYS SEEMED REAL INTERESTED IN SPIDER-MAN'S MOVES!

YEAH, I CAN'T ARGUE WITH THAT!

GIVE IT A TRY! I'VE HEARD THE BUGLE HAS A FUN BUNCH OF PEOPLE!

COME ON! YOU CAN HELP ME DEVELOP MY FILM!

Um... SURE!

Is this for REAL? It's been years, but Jessica has me feeling like a student again!

LOOK OUT!

HEY, WATCH WHERE YOU'RE --!

WOW, ARE YOU GUYS OKAY?

This guy looks familiar! I KNOW him!

GEE, I'M REALLY SORRY! LET ME HELP YOU UP!

I -- I WAS IN SUCH A HURRY TO GET TO THE SCHOOL'S VIDEO LABS THAT I WAS QUITE CARELESS!

Doctor Ramirez!? The guy who invented the D.I.T. chip?

YOU LOOK WORRIED! IS EVERYTHING ALL RIGHT, SIR?

I CANNOT TALK NOW! THERE IS AN EMERGENCY I MUST ATTEND TO!

That makes TWO of us!

LOOK, JESSICA, I FEEL KINDA CRUMMY DUCKING OUT OF WORK TONIGHT.

HEAD BACK TO THE COFFEE SHOP.

I UNDER-STAND.

ONLY IF YOU'LL GIVE ME A RAIN CHECK FOR DINNER SOME NIGHT!

She agrees and heads for the darkroom. I duck out --

-- in search of Ramirez!

DOCTOR RAMIREZ?

DOCTOR?

HEY, DOC!

GEE, HE'S LIKE A STATUE! DOESN'T EVEN REALIZE I'M HERE!

EITHER THAT OR MY BREATH MINTS AREN'T WORKING AS WELL AS I THOUGHT!

GOOD THING THERE AREN'T ANY PIGEONS IN HERE --

-- OR RAMIREZ WOULD NEED ONE HECKUVA DRY-CLEANER!

WHAT'S HE WATCHING?

MYSTERY-VISION?! I -- MY SPIDEY SENSE!

NEXT ON...

Mystery-Vision

SOME-THING'S WRONG!

FEEL... COMPELLED TO WATCH!

TAKING EVERY BIT OF CONCENTRATION I HAVE --

-- JUST TO TURN AWAY!

GOTTA *MOVE!* GET AWAY FROM THAT TELE-VISION!

WHAT'S THIS? NEWSPAPER CLIPPINGS ABOUT THE NETWORK FROM THE DOC'S BRIEFCASE?

REVIEWS OF MYSTERY-VISION'S SHOWS? THEY RIP THE NETWORK BIG-TIME --

MYST VISIO VIEWER STER

MYSTERY VISION SCORES BIG RATINGS

RATINGS HIT CABL

-- BUT ALSO SAY THE NETWORK HAS PULLED THE BIGGEST RATINGS EVER FOR A TWO-DAY-OLD CHANNEL!

SOUNDS LIKE ALL OF NEW YORK IS TUNING IN!

EVEN THOUGH THE CRITICS TRASH THE PRODUCT, THEY SAY THEY FEEL A BURNING NEED TO KEEP WATCHING!

THIS IS TOO WEIRD FOR ME! IF I CAN BLOCK THE GOOD DOCTOR'S VISION --

-- HE MIGHT BE ABLE TO EXPLAIN ALL THIS TO ME!

INQUIRING MINDS WANT TO KNOW!

ARE YOU PRESENT AND ACCOUNTED FOR, DOC?

S-SPIDER-MAN? I -- I'M FINE. AT LEAST, I ***THINK*** I'M FINE!

WHAT HAPPENED? I FEEL AS THOUGH I'VE BEEN SLEEPING!

CLOSE. IF I DIDN'T KNOW BETTER, I'D SAY YOU WERE ***MESMERIZED!***

WHAT'S THE DEAL WITH THIS ***MYSTERY-VISION,*** ANYWAY?

I THINK THEY HAVE OUR STOLEN D.I.T CHIP, SPIDER-MAN!

FOR YEARS I'VE BEEN DEVELOPING A SPECIAL CHIP THAT WOULD TRANSLATE THOUGHT INTO BROADCAST IMAGES!

ONCE PERFECTED, THE NEED FOR WRITERS, DIRECTORS, ACTORS AND CAMERAS WOULD BE ELIMINATED...

...IF IT WERE APPLIED TO ***TV PROGRAMMING!***

ONE MAN COULD USE HIS IMAGINATION TO DREAM UP STORIES AND CHARACTERS --

-- AND ULTIMATELY PROGRAM AN ENTIRE NET-WORK!

AND THIS NEW MYSTERYVISION'S PROGRAMMING IS SO BIZARRE AND UNIQUE...

THAT YOU THINK THEY HAVE YOUR CHIP! I'LL CHECK INTO IT!

THERE'S MORE, SPIDER-MAN! I BELIEVE THE NETWORK MAY BE DOING SOMETHING TO ***FORCE*** PEOPLE TO WATCH THE NETWORK!

Ramirez makes a good point. If the network was flashing subliminal images or something that would force people to tune in --

-- it would explain why my SPIDER-SENSE alerted me when I looked at the set!

A quick phone call to information leads me to the Mysteryvision offices.

Must be some kind of mistake!

This old theater is a DUMP!

It's CLOSED!

As long as I'm here, I might as well check it out --

-- and see if there's more here than rotting floors and rats!

CLOSED

Surprise, surprise!

Either my eyes are playing tricks on me, or the exterior of this place --

-- definitely doesn't match up to the INTERIOR!

HI.

Umm... WHAT *IS* THIS PLACE?

WELCOME TO THE ***MYSTERYVISION*** NETWORK, SIR. DO YOU HAVE AN APPOINTMENT WITH ONE OF OUR CASTING PEOPLE?

NO. I WAS HOPING TO MEET WITH THE HEAD GUY. WHOEVER RUNS THIS PLACE.

THAT WOULD BE MISTER HINES. I'M AFRAID HE'S IN A MEETING RIGHT NOW. IF YOU'D CARE TO MAKE AN APPOINTMENT FOR TOMORROW...

NO THANKS, MA'AM! WHAT HAPPENED? DID YOUR ARCHITECT QUIT BEFORE HE GOT AROUND TO WORKING ON THE ***OUTSIDE*** OF THE BUILDING?

AND WHAT'S WITH THE NASTY ***RUDOLPH?***

Oh, THAT'S OUR CHRISTMAS SPECIAL! AND THE EXTERIOR IS MERELY A FACADE THAT SURPRISES ADVERTISERS ONCE INSIDE!

THAT'S US! ***MYSTERYVISION!***

SO I SEE.

It all sounds okay... and if there was any crooked stuff going on, my Spidey-sense would be screaming like a banshee.

But I still can't shake the feeling that something mysterious is happening in Mysteryvision land --

-- so I decide to crawl around and investigate further.

As only a spider can!

Spidey-sense is still quiet.

Dark. No activity. The D.I.T. chip must be unconnected!

Better duck out before I'm --

-- caught?

CLIK

HELLO.

I'M RANDOLPH HINES, PRESIDENT OF MYSTERY-VISION.

I DON'T THINK IT'S NECESSARY FOR ***YOU*** TO INTRODUCE YOURSELF.

THE EVER AMAZING SPIDER-MAN, IDOL OF MILLIONS AND HECKUVA NICE GUY, AT YOUR ***SERVICE!***

WOULD YOU PLEASE COME OFF THE ***CEILING?***

IT CAN BE QUITE ***UNNERVING*** TO CONVERSE WITH SOMEONE WHO IS HANGING UPSIDE DOWN.

LOOK, MISTER HINES, BREAKING AND ENTERING ISN'T EXACTLY MY STYLE.

BUT YOUR PROGRAMMING AND TREMENDOUS RATINGS HAVE RAISED QUESTIONS.

REALLY?

I WOULD HAVE THOUGHT A SIMPLE TELEVISION NETWORK WAS ***FAR*** OUTSIDE THE INTEREST OF ...WHAT IS IT YOU PEOPLE CALL YOURSELVES?

AH, YES. ***SUPER HEROES.***

WE SPECIALIZE IN THE UNIQUE, SPIDER-MAN. THE MYSTERIOUS, THE BIZARRE... THAT WHICH NO ONE ELSE OFFERS!

YEAH, I GUESS YOUR ANIMATED SPECIAL SAYS IT ALL!

WE'RE ALSO EXPERIMENTING WITH 3-D BROADCASTS. HERE, TAKE A LOOK AT THE SAME PROGRAMMING THROUGH THESE GOGGLES.

OKAYYY...

WHOA! THAT LITTLE BUGGER IS ***REALLY*** GRUESOME IN 3-D.

I'M AMAZED, MISTER HINES! I WOULDN'T EXPECT THAT KIND OF MATERIAL TO GET SUCH HIGH RATINGS.

PEOPLE ***WANT*** MY MATERIAL, SPIDER-MAN.

AT LONG LAST, THEY ***WANT MY*** MATERIAL!

HEY! WHAT'S WITH THE ***SMOKE?***

WAIT! SOMETHING'S WRONG!

EVERY-THING'S CHANGING! SHIFTING!

IT'S GOTTA BE --

-- YOU!

BUT *HOW?!* MY SPIDER SENSE SHOULD HAVE *WARNED* ME YOU WERE BEHIND ALL THIS --

--MYSTERIO!

I ASSUME THAT'S YOU UNDER ALL THAT SMOKE.

INDEED IT IS, MY OLD FRIEND.

AND AS FOR YOUR PRECIOUS SPIDER SENSE, HAVE YOU FORGOTTEN THAT EVEN IN OUR VERY FIRST MEETING --

-- I WAS QUITE CAPABLE OF JAMMING IT?

BUT WHY? WHAT DO YOU HAVE TO GAIN BY REVEALING YOURSELF?

NOW IS NOT THE TIME TO CHAT. YOU HAVE MORE URGENT THINGS TO DEAL WITH.

*LIKE **RUDOLPH** HERE.*

THAT *CARTOON --!*

IT'S *REAL?!*

CAN'T BE...ISN'T *POSSIBLE!*

ISN'T IT? TAKE A LOOK.

HE'S *BIGGER!* GORING INNOCENT PEOPLE! EVEN *YOU* CAN'T FAKE AN ILLUSION LIKE THAT!

I'LL BE BACK!

I VERY MUCH DOUBT THAT.

Mysterio is one of my oldest foes!

He used to be a frustrated showman who ended up working as a low-grade special effects wizard!

But he was always frustrated because people never took him seriously...never really appreciated his accomplishments!

How did he pull all this together?

He must have Ramirez's chip, after all!

AS SHOWN IN THE CLASSIC **AMAZING SPIDER-MAN #13** – Bob.

The wind and snow do their best to blow me off the building.

Like they need any help.

28

The sight of a maniacal Santa Claus --

-- and a gang of devilish helpers singing back-up --

-- are enough to do the job!

ILLUSION --

-- AND REALITY.

COMBINED, THEY CREATE MY GREATEST SHOW EVER!

I OWE IT ALL TO THREE THINGS.

MY OWN, BRILLIANT GENIUS -- RAMIREZ'S D.I.T. CHIP, WHICH I USED THAT GENIUS TO IMPROVE --

-- AND THESE. WHEN SPIDER-MAN PUT ON THOSE 3-D GOGGLES --

-- HE UNKNOWINGLY PLACED ADHESIVE, FILM-LIKE IMAGE RECEIVERS OVER HIS EYES AS WELL!

HE "SEES" MY ILLUSIONS AND BELIEVES THEM TO BE REAL!

IN RETURN, I GET THE GREATEST LIVE PROGRAMMING EVER!

"THE SPIDER-MAN HOLIDAY SPECIAL! *FUN* AND *FROLICS* IN MANHATTAN!"

I don't know how Mysterio built those robots, or puppets, or whatever they are, but they're trashing the city!

CLIKKT

Since I don't see the Avengers charging in to stop them --

-- that leaves ME!

If only I hadn't left my Spidey snow boots at home!

CLIKKT

NO!

My web-shooters are JAMMED!

Not jammed -- FROZEN!

28

Must be a defect in the new formula I mixed! 🕷

🕷 AS SHOWN IN SENSATIONAL SPIDER-MAN #0 – Bob.

This isn't good.

Not good at all!

CLIKK!

CLIKK!

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VIEWERS EQUAL RATINGS.

RATINGS EQUAL ADVERTISING DOLLARS.

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MEDIA BLIZZARD

PART 2 OF 3

HIS GIVEN NAME IS **PETER PARKER.** WHILE IN HIGH SCHOOL HE WAS BITTEN BY A RADIOACTIVE SPIDER AND ENDOWED WITH AMAZING POWERS, WHICH HE HAS SINCE USED TO PROTECT THE INNOCENT AND BATTLE EVIL. NOW HE CALLS HIMSELF **BEN REILLY**, AND, AS A COSTUMED CRIMEFIGHTER, HE CONTINUES HIS CRUSADE... FOR HE UNDERSTANDS THAT WITH GREAT POWER COMES GREAT RESPONSIBILITY!

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN!

IMPOSSIBLE, BE MY DREAM!

TOM DeFALCO
writer
MARK BAGLEY
penciler
LARRY MAHLSTEDT
inker
BILL OAKLEY
letterer
BOB SHAREN
colorist
MALIBU
color seps
BOB BUDIANSKY
editor

LEARNING THAT MYSTERIO IS BEHIND A NEW TELEVISION NETWORK THAT SEEMS TO ADDICT ITS VIEWERS, SPIDER-MAN CONFRONTS HIS OLD FOE, ONLY TO FALL PREY TO THE HORRIFIC ILLUSIONS HE HAS UNLEASHED...*

WHOA-BABY! EITHER MY WEB-SHOOTERS ARE JAMMED BECAUSE OF A DEFECT IN THAT NEW BATCH OF WEBBING I MIXED--

--OR THEY'VE BEEN FROZEN BY THIS SUDDEN SNOW STORM!

EITHER WAY, I'M SPEEDING TOWARD AN EXTREMELY PERSONAL ENCOUNTER WITH THE GROUND!

CLIKKT CLIKKT

CLIKKT CLIKKT

*SEE SENSATIONAL SPIDER-MAN #1--Bob.

MY ONLY HOPE IS TO USE MY *STICKING ABILITY*--

--TO *SLOW* MY DOWNWARD MOMENTUM--

--AS I *RICOCHET* FROM BUILDING TO BUILDING!

BUT I'D RATHER BE *BLACK AND BLUE*--

--THAN *RED AND PULPY!*

THIS IS IT! NO TIME TO COMPLETE ANOTHER SOMER-SAULT!

=ughn!= EACH BRIEF CONTACT COSTS ANOTHER LAYER OF SKIN, OR WORSE!

I'VE GOT TO SQUASH MY HAND INTO THE SIDE OF THIS BUILDING, AND HANG ON FOR DEAR--

AEEGGH!

SPWAKK!

...

BEAUTIFUL!

I LOVE **LIVE TELEVISION!**

TALK ABOUT *THRILLS* AND *CHILLS!* THE AUDIENCE MUST HAVE BEEN GLUED TO THEIR SEATS!

WITH A BIRD'S EYE VIEW OF ACTION LIKE THIS, MY NEW NETWORK WILL SOON HAVE BETTER *RATINGS* THAN THE *OJ VERDICT!*

I WONDER HOW *SPIDER-MAN* WILL REACT WHEN HE DISCOVERS HE'S THE *STAR* OF A LIVE BROADCAST!

THE REAL *FUN* WILL BEGIN WHEN HE FINALLY WAKES UP--!

THANKS TO THOSE SPECIAL FILM-LIKE *RECEIVERS* THAT I TRICKED HIM INTO ATTACHING TO THE LENSES ON HIS MASK, I CAN MAKE HIM SEE ANY *ILLUSION* I DESIRE--

--AND HE'LL BELIEVE IT'S *REAL!*

HE'LL SOON BE FORCED TO EMPLOY MERE *STRENGTH* AND *AGILITY* AGAINST THE MATCHLESS *IMAGINATION* OF *MYSTERIO!*

NO SENSE BORING THE AUDIENCE WHILE HE'S JUST HANGING THERE--

"--NOT WHEN I CAN CUT TO MY MOBILE UNITS ON *RYKER'S ISLAND!*"

HERE'S THE *PRISONER* YOU REQUESTED ... AND HIS *PERSONAL PROPERTY!*

HE CALLS HIMSELF *ARMADA*, AND HE'S ACCUSED OF STEALING AN EXPERIMENTAL MICROCHIP FROM THE *NEURAL PORT COMPLEX!*

SURE! KNOCK YOURSELVES OUT!

JUST SO LONG AS YOU FEDS REMEMBER TO CREDIT THE *NYPD* WITH THIS BUST!

HE MUST BE SOMEONE REAL SPECIAL FOR *THE VAULT* TO SEND TWO *GUARDSMEN* OUT TO QUESTION HIM!

I AM AFRAID THAT'S *CLASSIFIED.* PLEASE EXCUSE US. WE NEED A FEW MINUTES *ALONE* WITH THE SUSPECT!

MARY AND ANITA, I MUST *CONGRATULATE* YOU BOTH!

YOU ALMOST HAD *ME* BELIEVING THAT YOU WERE A PAIR OF FEDERAL OFFICERS!

MARY, YOU CONCENTRATE ON FREEING MY COSTUME AND YOUR SISTERS FROM THAT EVIDENCE LOCKER WHILE ANITA ATTENDS TO THESE PESKY HANDCUFFS!

EEP

EEP

HEY! THERE'S SOMETHING REAL FUNNY ABOUT THIS PAPER-WORK--!

YEAH! IT'S PROBABLY WRITTEN IN *FEDERAL-ESE!*

LOOK! IT'S FADING AWAY...!

WE'VE BEEN *CONNED!*

PWA-THWAMM!

RIGHT YOU ARE, GENTLEMEN!

I WOULD TRULY LOVE TO STICK AROUND, AND ADD TO YOUR COLLECTIVE INJURIES--

--BUT MY LOVELY LADIES AND I HAVE A PREVIOUS EN-GAGEMENT!

BEFORE THIS NIGHT IS THROUGH, *SPIDER-MAN* WILL BECOME A WHIMPER-ING HUSK--

--AS HE FALLS BEFORE THE AWESOME POWER OF *ARMADA!*

WE DEAD, MAN!

NOTHIN'S MOVIN' IN THIS STORM!

NO BUSES, NO SUBWAYS!

BUT THEM JAGGED SKULLS ARE STILL DOGGIN' US!

THEY ALL OVER OUR BUTTS!

WE STILL GOTTA TRY TO REACH THE 'HOOD, JAMIE!

YOU GOT THAT RIGHT, SHAKIM!

AND THE ONLY WAY WE CAN MAKE IT IS... WE GOTTA SPLIT UP!

YOU DITCHIN' ME, JAMIE--?!

I THOUGHT BLADES TOOK CARE OF THEIR OWN!

GOT NO CHOICE, BRO'!

WE CAN MOVE MUCH FASTER ON OUR OWN!

GO ON! GET!

OKAY, OKAY! I'M OUTTA HERE!

MAULED BY BOTH THE WIND AND THE SNOW...

...HELD ALOFT BY HIS UNCANNY ABILITY TO CLING TO ANY SURFACE...

...BEN REILLY DANGLES LIKE A BATTERED SCARECROW!

CONSCIOUSNESS, WHEN FINALLY IT DEIGNS TO RETURN, IS BOTH SLOW...

...AND EXTREMELY PAINFUL!

UHHHH...

SUBJECTIVELY, IT TAKES HIM A FULL YEAR OF UNTOLD AGONY BEFORE HE DARES MOVE...

ALMOST A CENTURY PASSES BEFORE HE ACHIEVES A SITTING POSITION AND GENTLY DETACHES HIS INJURED LIMB...

BUT MY LEFT ARM IS PRACTICALLY USELESS, AND--

YO! YO! YO!

WE GONNA BREAK US A BLADE!

WHERE'S YOUR HOMIE, MAN?

WE BE TRASHIN' YOU BOTH!

ugghn! SHOULDER'S IN SAD SHAPE!

DOESN'T FEEL DISLOCATED...

YOU BLADES SHOULDA KNOWN BETTER'N TO CREEP JAGGED SKULLS' TURF!

GOTTA TEACH YA A LESSON IN RESPECT, MAN!

THOUGH YOU AIN'T GONNA BENEFIT FROM IT!

NAH! WE BEAT YOU SLOW AN' NASTY! SO YOUR HOMEBOYS GET THE MESSAGE--!

YOU'RE HEADED FOR THE SLAB, MAN!

WITH THE SUDDENNESS OF SUMMER LIGHTNING, BEN UNEXPECTEDLY **CATAPULTS** INTO THEIR MIDST WITH A BREATH-TAKING **THIRTY-FOOT** LEAP--!

HI, EVERYBODY! I DON'T KNOW **ANYTHING** ABOUT YOU GUYS, BUT YOU SEEM TO BE MANIFESTING BLATANT ANTI-SOCIAL TENDENCIES!

SPIDER-MAN!

KWOK!

A QUICK **NAP** MAY RELIEVE SOME OF YOUR HOSTILITY!

CAP 'IM! HE CAN'T-- **YUMPH!**

OKAY, MAYBE I CAN'T **YUMPH**, BUT I CAN CERTAINLY **KICKBOX** WITH THE BEST OF 'EM!

OMIGOSH! FROM A DISTANCE, I THOUGHT THESE WERE **GANG-BANGERS**--!

BUT NOW THAT I'M CLOSER, I REALIZE I'M DEALING WITH--

THOP!

--**MONSTERS!**

I DON'T KNOW IF THEY'RE SOPHISTI-CATED **ROBOTS** OR MERELY PEOPLE IN ELABORATE **COSTUMES**--

--BUT THEY MUST BE CONNECTED TO **MYSTERIO!**

MAGNIFICENT!

THIS STREET GANG ADDS THE RIGHT TOUCH OF *MENACE* JUST AS THINGS WERE SLOWING DOWN!

I COULDN'T HAVE ORCHESTRATED THEIR INVOLVEMENT ANY *BETTER* IF I'D PLANNED IT!

I NEED A BIG *FINISH!* IF SPIDER-MAN MUST *DIE*-- AND HE CERTAINLY *MUST*--I OWE IT TO MY *AUDIENCE* TO PROVIDE THEM WITH AN *EXPLOSIVE CLIMAX!*

I CAN'T FIZZLE OUT LIKE *DIE HARD 3* OR *STAR TREK VII!*

THANKS TO THE *D.I.T. CHIP,* WHICH ARMADA RECENTLY APPROPRIATED FOR ME, PLUS MY OWN UNRIVALED *GENIUS...*

...MY AUDIENCE CONTINUES TO GROW AT A *GEOMETRIC RATE!*

THEY LITERALLY CANNOT *PULL* THEMSELVES AWAY FROM THEIR TELEVISIONS!

ARMADA! YOUR FINAL CONFRONTATION WITH THE ACCURSED WALL-CRAWLER IS ALMOST AT HAND!

I'VE BEEN ANXIOUSLY AWAITING YOUR CALL, MYSTERIO!

DO YOU HAVE HIS LOCATION --?!

OF COURSE!

BUT FIRST, WE MUST HEIGHTEN THE *SUSPENSE...*

urrk! F-FINALLY MANAGED TO FLATTEN THE LAST OF MYSTERIO'S *FRIGHT PACK!*

MY ARM'S ON *FIRE*, AND I MUST HAVE PICKED UP A MINOR *CONCUSSION* WHEN I SLAMMED INTO THAT WALL EARLIER!

HEAD'S FILLED WITH A CONSTANT *BUZZING*... ALMOST LIKE WHEN MY *SPIDER-SENSE* WARNS ME... BUT I DON'T SEE ANY DANGER!

YEAH... *WHATEVER*... I WAS JUST TRYING TO HELP!

STUFF YO' HELP!

I'M A *BURNING BLADE*... AND THE BLADES *RULE* THESE STREETS!

SUIT YOURSELF, YOUR HIGHNESS!

I'VE GOT NO TIME TO *WASTE* ON YOU OR YOUR ATTITUDE!

BUT I'D ADVISE YOU TO BE LONG *GONE* BEFORE THESE MONSTERS *WAKE UP!*

WAKE UP--?!

uhhnn...

WHY WERE THOSE *GHOULS* AFTER YOU?

GHOULS?! THEY WERE *SKULLS*, MAN! *JAGGED SKULLS!*

AND I DIDN'T NEED NO WACK COSTUMED *FREAK* TO FIGHT MY BATTLES!

Y'KNOW, WEBS... YOU AIN'T EXACTLY *JAZZIN'* AT FULL VOLUME!

MAYBE SHAKIM OUGHTA BE *DOWN* WITH YOU!

MERE MINUTES AFTER **SPIDER-MAN** AND **SHAKIM** HAVE QUIT THE SCENE, AN ANGRY VOICE GREETS THE SLOWLY AWAKENING **SKULLS**...

WHAT *HAPPENED* TO YOU DUDES?!

I-IT WAS THAT YOUNG BLADE!

H-HE HAD HELP!

WHO--?!

S-SPIDER-MAN!

THAT WEB-HEADED FREAK'S GOT NO CALL TO MESS IN SKULL BUSINESS!

I COULDN'T AGREE *MORE*!

THE MAN NEEDS TO BE TAUGHT A SEVERE *LESSON*!

W-WHAT *DO YOU* WANT WITH US, MAN?

MY NAME IS *ARMADA*, AND I AM MERELY HERE TO ASSIST YOU IN...

...THE EXECUTION OF *SPIDER-MAN!*

LET'S *MOVE*, GENTLEMEN! WE'RE ON A TIGHT SCHEDULE! THE *EVENING NEWS* AIRS IN FORTY MINUTES...

...AND I ALREADY PROMISED MY CLIENT THAT HE CAN *LEAD OFF* WITH THE WALL-CRAWLER'S *DEMISE!*

MEANWHILE, BARELY A DOZEN BLOCKS AWAY...

BRAIN'S STILL *POUNDING*, AND THE WEATHER'S GETTING *WORSE!*

SHOULD HAVE SEWN A LITTLE EXTRA *INSULATION* INTO THIS COSTUME WHEN I RECENTLY REDESIGNED IT!

ODD! I KNOW I SAW AN ARMY OF MONSTERS *UNLEASHED* ON THIS CITY, BUT THERE'S NO TRAIL OF *DESTRUCTION!*

DID *MYSTERIO* CON ME WITH ONE OF HIS ELABORATE *ILLUSIONS?!*

YOU SEEM TO BE A PRETTY SLICK *OPERATOR*, SHAKIM. HOW'D YOU GET MIXED UP WITH A *STREET GANG?*

YOU *BENT*, MAN? IN MY PART OF THE CITY, YOU GET WITH A *GANG*...OR YOU GET *DEAD!*

AIN'T MUCH OF A *CHOICE!*

I'M SURE YOU COULD *FIND* ANOTHER WAY!

I DON'T NEED TO HEAR THAT *NOISE* FROM YOU, MISTER! YOU DON'T KNOW WHAT IT MEANS TO FACE THE STREETS *ALONE*, HUSTLING JUST TO *SURVIVE!*

MAYBE I UNDERSTAND A LOT *BETTER* THAN YOU THINK!

LISTEN, MAN--! I USED TO DREAM ABOUT HAVING A *REAL LIFE!* OF BEING ONE OF THEM RICH LAWYER DUDES... LIKE MY MAN, *JOHNNY COCHRAN!*

IT'S NOT TOO *LATE!* YOU COULD STILL GO BACK TO SCHOOL--!

I CAN'T TELL YOU ITS EXACT *PURPOSE*... BUT I CAN GUESS *WHO* SENT IT!

FORGET IT, MAN! I GOT MORE CHANCE TO GROW *WINGS*, AND--

HEY! WHAT'S THAT CRAZY BIRD DOING OUT IN A SNOWSTORM?

SHAKIM, GET BACK!

IT'S SOME KIND OF *ROBOT*, AND THAT CAN ONLY MEAN--!

BLAST THIS SUCKER!

TAKE HIM DOWN--!

SPWAT!

HOW COULD I HAVE BEEN SO CARELESS?!

WHAT'S WRONG WITH MY SPIDER-SENSE?! THESE GUYS WERE PRACTICALLY ON TOP OF ME BEFORE I EVEN NOTICED THEM!

UFFT! GOT TO PROTECT MY BAD ARM AS MUCH AS POSSIBLE! ALL THIS BOUNCING AROUND IS DEFINITELY NOT WHAT THE DOCTOR ORDERED!

GET GOING!

SAVE YOURSELF!

I'LL COVER YOUR RETREAT!

PWAK!

RUN, SHAKIM!

I'LL FIND A WAY TO STOP THESE MONSTERS!

I'LL FIND A WAY--!

BTOK!

TWAP!

THAT *VULTURE* UP THERE-- I'M BETTING IT'S SOME-HOW *TRANS-MITTING* THIS ACTION TO MYSTERIO!

I HATE TO *DENY* MY OLD CHUM HIS DAILY JOLLIES--

--BUT EVEN WE SPIDER-MEN HAVE A CONSTITU-TIONAL RIGHT TO *PRIVACY!*

SKWA-TANG!

DARN! I WAS HALF-HOPING THAT THESE MONSTERS WOULD *VANISH* AS SOON AS I TAGGED THAT-- *HEY!*

I'M SUDDENLY BEING *BLASTED* FROM VARIOUS DIRECTIONS!

I CAN ALMOST HEAR HIM *LAUGHING* AT ME!

ZAK!

AND I RECOGNIZE THE *GIZMOS* RESPONSIBLE --!

I'LL GIVE YOU A *HINT*, WEB-HEAD...

...THEY AREN'T THE KIND OF *HOUSEHOLD APPLIANCES* YOU'D EVER SEE ON *MARTHA STEWART!*

KRAKAM

SMILE, MY FRIEND! YOU'RE ABOUT TO MAKE *TELEVISION HISTORY!*

SHZAT!

YO, SHAKIM--!

JAMIE! WHAT ARE YOU DOING BACK HERE--?!

I HEARD ALL THEM *SKULLS* SCREAMING! FIGURED THEY'D BEEN AMBUSHED BY AN ARMY OF *BLADES!*

BUT THIS IS WAY *COOLER--!*

SCOPE IT, MAN! THESE DUDES ARE TOTALLY *WASTED!*

whuff! BETWEEN MY SORE ARM AND ACHING HEAD, I COULDN'T MOVE *FAST* ENOUGH TO AVOID THIS *CROSSFIRE!*

WE CAN OFF THEM ALL!

CAN YOU IMAGINE THE *RESPECT* WE'LL GET?!

AARRGH!

THAT'S THE *SPIRIT*, SPIDER-MAN!

KEEP *STRUGGLING!* IT MAKES FOR EXCELLENT *DRAMA!*

IN CASE YOU DIDN'T KNOW, MYSTERIO IS BROADCASTING THIS EVENT *LIVE* ON *MYSTERYVISION!*

D-DON'T WORRY, ARMADA!

I... I WON'T SPOIL THE SHOW!

Y-YOUR LITTLE PLAYTHINGS CAN ZAP ME ALL THEY WANT, BUT I'M NOT GOING TO SURRENDER!

I WON'T *GIVE UP!* I'LL KEEP FIGHTING UNTIL I FIND A *WAY* TO BEAT YOU!

DO YOU *HEAR* ME, ARMADA?!

I

WILL

FIND

A

WAY!

NICE SPEECH!

A TRIFLE MELODRAMATIC FOR MY TASTES, BUT I DON'T EVEN LIKE *ER!*

WE GOTTA SAVE THE SPIDER-DUDE, JAMIE! I OWE HIM!

HE AIN'T OUR PROBLEM, MAN! LET HIM ROAST!

IT'S THE WAY OF THE STREETS!

HANG THE STREETS!

THERE'S GOTTA BE ANOTHER WAY!

A BETTER WAY!

I REALLY HATE TO RUIN YOUR DEATH SCENE...

...BUT I DO WISH YOU'D HURRY THINGS ALONG!

A MERCENARY LIKE MYSELF GETS PAID BY THE JOB, NOT THE ACTUAL TIME IT TAKES TO-- HEY!

B-TANG!

B-TANG!

B-TANG!

I DON'T BELIEVE THIS--!

ARE YOU OUT OF YOUR MIND, KID?

HA HA HA

HA HA

WHAT DO YOU THINK YOU CAN ACCOMPLISH WITH THAT PATHETIC LITTLE POPGUN?!

MAYBE HE WAS TRYING TO *DISTRACT* YOU--!

SPTONG!

OR HE MIGHT HAVE BEEN HOPING A LUCKY SHOT COULD *DAMAGE* A CRITICAL PIECE OF YOUR EQUIPMENT!

KWUDD!

OWW! I'VE REALLY GOTTA LEARN TO RESTRAIN MY *ENTHUSIASM*, AND STOP TRYING TO SLUG HIM WITH MY INJURED *LEFT ARM!*

HEY! ARE YOU SURE MYSTERIO IS GETTING ALL THIS?

RWOOM!

I'D HATE FOR HIM TO *MISS* A SINGLE, ACTION-PACKED MOMENT!

YOU'VE *MOCKED* ME FOR THE LAST TIME, SPIDER-MAN!

ANY CHANCE OF YOU GETTING ME A *COPY* OF THIS TAPE FOR MY OWN PERSONAL VIDEO LIBRARY?

YOU'RE *EXHAUSTED!* ON THE VERGE OF *COLLAPSE--!*

BUT MY BODY ARMOR HAS BEEN SECRETLY *RECHARGING* ITSELF!

BY NOT FIGHTING BACK, I HAVE REGAINED ENOUGH STRENGTH AND POWER TO EASILY *DESTROY* YOU!

DON'T BET ON IT, SWEETIE!

BWOOM!

PWAKA-

ARRRKK!

ADMIT IT, ARMADA...

...GOTTA BE AN AWARD-WINNING CLIMAX!

WHOA-BABY! ARMADA'S LITTLE MECHANICAL PLAYPALS *COLLAPSED* WHEN HE DID, BUT-- *WAIT!* THE BLAST MUST HAVE *INTENSIFIED* MY HEAD INJURY!

SOMETHING'S REAL WRONG WITH MY *EYES!*

MY VISION HAS SUDDENLY GONE ALL *SCREWY!*

IT'S FILLED WITH *STATIC,* AND CRAZY ZIG-ZAGGING *LINES!*

JUST LIKE WHAT YOU SEE ON--

--A BUSTED TELEVISION?!

MAN! I MUST BE THE WORLD'S BIGGEST CHUMP!

THESE TRANSPARENT *LENSES* WERE COVERING MY EYEPIECES THE WHOLE TIME!

MYSTERIO MUST'VE SECRETLY *PLANTED* THEM ON ME WHEN HE HAD ME WEAR THAT STUPID *3-D VISOR!**

THAT'S *WHY* MY HEAD'S BEEN POUNDING! MY *SPIDER-SENSE* WAS TRYING TO WARN ME!

**SEE SENSATIONAL SPIDER-MAN #1--Bob.*

NO WONDER I WAS SEEING *MONSTERS!* MYSTERIO WAS USING THEM TO BROADCAST THE *ILLUSIONS* THESE THINGS WERE MAKING ME SEE!

WELL, MAYBE I CAN FIND A WAY TO RETURN THE FAVOR...

CURSE THAT OVERCONFIDENT, WALL-CRAWLING CLOWN!

HE RUINED THE CATACLYSMIC *ENDING* THAT I HAD SO CAREFULLY CONCEIVED FOR HIM!

WHAT NERVE! WHO IS SPIDER-MAN TO *REWRITE* MY WORK? HOW DARE HE *SURVIVE* ARMADA'S ASSAULT?!

I AM THE WORLD'S GREATEST SHOWMAN! IT WAS MY *GENIUS*... MY *VISION*... THAT CREATED THE *MYSTERYVISION NETWORK!*

AND SOON... VERY SOON... IT WILL BE MY INCOMPARABLE INTELLECT WHICH WILL FINALLY ORCHESTRATE A MOST HUMILIATING *FINALE* FOR THE NOT-SO-AMAZING *SPIDER-MAN!*

YOU CAME THROUGH FOR ME WHEN IT *COUNTED*, SHAKIM!

I APPRECIATE THE *ASSIST!*

YOU *OKAY*, MAN? WHAT ARE YOU PLANNING TO DO WITH THAT *GUN?!*

FUNNY, THOUGH, IT DIDN'T STOP *JAMIE* FROM DITCHIN' ME, OR GOIN' FOUL!

BEING A *BLADE* USED TO MAKE ME FEEL SO SPECIAL!

THE GANG WAS MY *FAMILY*... MY *LIFE!*

JUST GOES TO SHOW WHAT A *FOOL* I WAS!

THAT'S THE *QUESTION*, WEBS...

A PIECE LIKE THIS WOULD GAIN ME SERIOUS *RESPECT* ON THE STREETS!

MY DREAMS OF BEIN' A LAWYER-MAN MAY BE TOTALLY *IMPOSSIBLE*...

...BUT YOU PROVED THAT EVEN THE *IMPOSSIBLE* CAN BE CONQUERED IF YOU JUST DON'T QUIT!

HOW WILL YOU SURVIVE ON YOUR OWN--?!

DON'T RIGHTLY KNOW...

...BUT I'LL FIND A WAY!

I'LL FIND A WAY!

I'M SURE YOU WILL, MY FRIEND...

...BUT I CAN STILL OFFER A HELPING HAND!

OOOOGH...

WAKEY-WAKEY, JAMIE--!

H-HUH?!

HI, THERE!

IT *IS* *JAMIE*, ISN'T IT?

I HAVE A *MESSAGE* FOR YOU AND THE OTHER *BLADES!* ONE WHICH I'VE ALREADY IMPARTED TO THE *SKULLS!*

SHAKIM PANZOS IS MY *MAIN MAN*, AND HE'S ON A *FREE PASS!*

I DON'T KNOW IF MY *THREAT* WILL WORK, BUT IT'S THE *BEST* I CAN DO FOR SHAKIM NOW!

N-NAH!

W-WE COOL!

GOOD! KEEP IT THAT WAY!

FINALLY MANAGED TO *UNCLOG* MY WEB-SHOOTERS --IF ONLY TEMPORARILY-- BUT MY ARM'S STILL NOT *100%!*

MY OL' SPIDEY LUCK SEEMS TO BE AS *ROTTEN* AS EVER, BUT I CAN'T WORRY ABOUT THAT NOW--

--BECAUSE I'M ABOUT TO FACE *MYSTERIO* IN WHAT PROMISES TO BE THE FIGHT OF MY LIFE!

TO BE CONCLUDED... IN SPIDER-MAN #65!

ANYBODY WHO MESSES WITH *HIM*... WILL ALSO MESS WITH *ME!*

I TRUST I'M NOT BEING OVERLY *SUBTLE!*

FEB • 65

MARVEL®
SPIDER-MAN GROUP

SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

MEDIA BLIZZARD

PART 3 OF 3

JRJR & AW

NEW YORK CITY.

FOR FIVE YEARS THE MAN INSIDE THE COSTUME BELIEVED HIMSELF TO BE A CLONE OF PETER PARKER.

HE LEFT THE CITY, TRAVELED AROUND THE WORLD, KNOWING THAT HE WOULD NEVER BE ABLE TO RETURN TO THE ONLY LIFE HE EVER KNEW.

BUT THINGS CHANGE AND TIME PASSES.

HE HAS RECLAIMED HIS IDENTITY AND ALL ELSE SEEMS LIKE NOTHING MORE THAN A RAPIDLY FADING NIGHTMARE.

NOW, AS HE CRAWLS DOWN THE SIDE OF A BUILDING, ONE ARM SPRAINED, HIS HEAD ACHING FROM A RECENT BLOW, THE WIND-DRIVEN SNOW CUTTING THROUGH HIS NEWLY DESIGNED COSTUME...

...AND THE ONLY THING KEEPING THE COLD AT BAY IS THE BODY HEAT GENERATED BY THE THRILL OF PURSUING A COSTUMED SUPER-VILLAIN...

...SPIDER-MAN KNOWS MORE THAN EVER...

...HE IS BACK WITH A VENGEANCE.

MEDIA BLIZZARD

PART 3 OF 3

unplugged

I'M COMING FOR YOU, *MYSTERIO!*

REALTO

CLOSED

AND THIS TIME, I PROMISE...

CLOSED

...IT'S PERSONAL!

SHRANK

WONDERFUL! JUST WHAT I WAS AFRAID OF... ***NOTHING.***

NOT EVEN THE ILLUSION OF NOTHING...JUST NOTHING.

THIS IS WHERE I FOUND MYSTERIO LAST NIGHT.

HE COOKED UP AN ILLUSION TO MAKE THIS ABANDONED MOVIE THEATER LOOK LIKE THE CORPORATE OFFICES OF HIS ***MYSTERYVISION NETWORK.***

NOW, AFTER REVEALING HIMSELF TO ME, USING HIS ILLUSIONS TO LEAD ME ON A CHASE AROUND THE CITY AND SICCING ***ARMADA*** ON ME...

...HE'S GONE WITHOUT A TRACE.

IN SENSATIONAL SPIDER-MAN #1-Eric

AND I'VE GOT NOTHING BUT AN ACHING HEAD AND A SPRAINED ARM TO PROVE THAT THE ENTIRE NIGHT WASN'T JUST ANOTHER ILLUSION.

NO... I'VE GOT ONE OTHER MEMENTO.

THESE LENSES HE AFFIXED TO MY EYES, WHICH ALLOWED HIM TO BRING HIS ILLUSIONS STRAIGHT TO ME.

THEY MAY COME IN HANDY IN TRACKING HIM DOWN LATER ON, BUT, RIGHT NOW...

...I NEED SLEEP.

R

MIDTOWN MANHATTAN.

THE TELEVISION WORLD IS BUZZING WITH THE METEORIC RISE OF THE MYSTERYVISION NETWORK.

IN THE SHORT TIME SINCE ITS DEBUT, THE NETWORK, PROVIDING A WIDE RANGE OF BIZARRE PROGRAMMING, HAS PRESENTED ITSELF AS A SERIOUS CHALLENGE TO THE MAJOR NETWORKS IN THE TRI-STATE NEW YORK AREA MARKET.

TONIGHT, AT THE NEWLY RENOVATED, LUXURIOUS OFFICES OF THE FLEDGLING NETWORK, A CELEBRATION, THE LIKES OF WHICH HAVE ONLY BEEN SEEN IN HOLLYWOOD, IS UNDERWAY.

HERE, ALL THE MOVERS AND SHAKERS IN THE ENTERTAINMENT FIELD HAVE COME TO COURT THE FAVOR OF THE PRESIDENT OF THE NETWORK...Mr. **RANDOLPH HINES.**

Mr. HINES, BABE, I'VE GOT A DEAL FOR YOU.

LOVE THE WINTER LINE-UP, HINES.

LET'S DO LUNCH.

RANDY, KID, I'VE GOT JUST THE ACTRESS FOR THAT LATEST DEVELOPMENT OF YOURS.

MY GOOD PEOPLE, PLEASE ENJOY YOURSELVES.

THE DRINKS ARE FREE, THE FOOD IS HOT, AND THE SHOWS ARE HOTTER THAN EVER.

NOW, IF YOU'LL EXCUSE ME...

...I NEED A MOMENT.

YES.

THE DREAM OF A LIFETIME FINALLY REALIZED.

NO MORE BOTHERING WITH PETTY THIEVERY, OR VILLAINOUS ACTS.

NO. THAT IS NOT WHAT I AM ABOUT.

QUENTIN BECK HAS ALWAYS BEEN A SHOWMAN FIRST AND FOREMOST.

AND NOW, AS MY NETWORK IS BROUGHT TO THE MASSES, THE WORLD WILL LEARN OF THE CREATIVE GENIUS OF...

MYSTERIO!

FORTUNE WILL BE MINE, AND THAT IS NICE, BUT...

...AS MY RATINGS RISE, FIRST LOCALLY AND THEN NATIONWIDE, I WILL HAVE THE ONE THING THAT HAS ELUDED ME FOR FAR TOO LONG...

...FAME!

FOX

NBC

YOU'VE JUST GOT TO LOVE THIS COUNTRY!

THE NEXT DAY ON MANHATTAN'S LOWER EAST SIDE....

THE BLIZZARD CONTINUES TO RAGE ON AS IT HAS ALL THROUGH THE NIGHT.

SNOW HAS PILED HIGH, KEEPING ALL BUT THE MOST HARDY INDIVIDUALS SAFE WITHIN THEIR APARTMENTS.

WHICH IS WHERE WE FIND THE YOUNG BEN REILLY.

A NIGHT OF BATTLING THE ELEMENTS AND SUPER-VILLAINS AS SPIDER-MAN HAS TAKEN ITS TOLL ON OUR HERO.

HOURS MORE WERE SPENT FIGHTING OFF THE SLEEP THAT ATTEMPTED TO KEEP HIM FROM STUDYING THE LENSES BELONGING TO MYSTERIO UNTIL, FINALLY...

...SLEEP WON.

KNOK KNOK

YEAH! WHO IS IT?

IT'S ME... *JESSICA*... YOU TOLD ME TO MEET YOU HERE.

JESSICA? OUR DATE!

YEAH! JESS! BE RIGHT THERE!

LOOK AT THIS PLACE!

WHAT A SLOB I AM!

DID I PUT AWAY MY COSTUME?

THE WEB-SHOOTERS?

GOT THE LENSES... DOING FINE...DON'T WANT TO BLOW THIS ONE.

HI! I WOKE YOU... DIDN'T I?

No... Er... YEAH, YOU DID.

GUESS I WASN'T EXPECTING YOU SO EARLY.

WHAT TIME *IS* IT ANYWAY?

THREE O'CLOCK IN THE AFTERNOON. JUST LIKE WE AGREED.

YOU KNOW, IF YOU WANT TO CATCH THE EISENSTADT EXHIBIT ANOTHER TIME I'LL UNDERSTAND.

NO, NO, NO. I WORKED A DOUBLE SHIFT LAST NIGHT, BUT I'M AWAKE NOW.

GIVE ME FIVE. A QUICK SHOWER AND A SHAVE AND I'LL BE READY TO GO.

YOU GOT IT.

MAKE YOURSELF AT HOME.

Ah... YEAH.

HOW CAN MEN LIVE THIS WAY?

A SHORT TIME LATER...

SO, BEN... YOU HAVE NO FAMILY IN THE CITY?

YOU SOUND LIKE YOU GREW UP HERE.

I DID, OUT IN QUEENS, BUT I LEFT A FEW YEARS BACK AND NOW...

... I'M PRETTY MUCH ON MY OWN. JUST LIKE YOU.

YOU MUST REALLY MISS YOUR *FATHER* THIS TIME OF YEAR.

A LITTLE.

ACTUALLY, MY DAD'S WORK KEPT HIM AWAY A LOT ON THE HOLIDAYS...

WE DON'T HAVE TO TALK ABOUT IT IF YOU DON'T WANT TO, JESS.

THANKS. MAYBE ANOTHER TIME, BUT... IT STILL HURTS.

I KNOW WHAT YOU MEAN. MY AUNT DIED NOT TOO LONG AGO...

...THERE WAS SO MUCH I WANTED TO SAY TO HER... SO MUCH...

WELL, THIS IS A *CHEERY* DATE, ISN'T IT?

Oooh! I HATE THE "D" WORD.

I KNOW WHAT YOU MEAN. WHAT DO YOU SAY WE STOP TALKING ABOUT OUR PASTS?

FINE WITH ME.

HEY, WILL YOU LOOK AT THAT. WE'RE NOT THE ONLY TWO INSANE ENOUGH TO BRAVE THE BLIZZARD.

WHAT COULD POSSIBLY BE SO FASCINATING TO HAVE THOSE PEOPLE GLUED TO THAT STOREFRONT IN THIS WEATHER?

Oh, TELEVISIONS. I'VE JUST NEVER BEEN INTO THAT TV THING. WHAT ABOUT YOU, BEN?

NO. NEVER HAD THE TIME TO WASTE, AND EVEN IF I DID, I *COULDN'T* AFFORD ONE NOW.

THOSE PEOPLE ARE ENTRANCED. LIKE Dr. RAMIREZ WAS BACK AT CENTENNIAL U.

SEE *SENSATIONAL SPIDER-MAN #1* – Eric

IT'S MYSTERIO. HE'S BEHIND THIS ALL.

RAMIREZ BELIEVED THAT HIS D.I.T. CHIP,* WHICH TRANSLATES THOUGHT INTO TELEVISION SIGNALS, WAS STOLEN.

HE ALSO BELIEVED THAT THE MYSTERYVISION NETWORK WAS USING SUBLIMINAL IMAGES TO FORCE PEOPLE TO WATCH.

*DIGITAL IMAGERY TRANSMISSION– Eric

BUT HOW CAN I PROVE THAT... AND EVEN IF I DID...

... IS IT REALLY A JOB FOR SPIDER- MAN? THERE ARE GOVERNMENT AGENCIES THAT CAN HANDLE THIS. THE F.C.C... OR A CONSUMER GROUP.

NO ONE'S LIFE IS IN IMMEDIATE JEOPARDY. WHO AM I TO INTERFERE WITH WHAT PEOPLE CAN OR CAN'T WATCH?

SURE, I'VE GOT A PERSONAL GRUDGE AGAINST MYSTERIO, BUT...

... RIGHT NOW I'M ALSO ON A DATE WITH ONE OF THE MOST WONDERFUL WOMEN I'VE MET IN A LONG TIME.

GOT TO LET IT GO. AND GET ON WITH IT --

BEN, *LOOK!* THAT MAIL TRUCK IS SPINNING OUT OF CONTROL ON THE ICE!

KRAK

THE ENGINE'S CAUGHT FIRE. I'VE GOT TO HELP... MAKE AN EXCUSE TO JESSICA TO DUCK OUT... GET INTO COSTUME AND --

SORRY, BEN, YOU'VE GOT TO EXCUSE ME.

I'VE GOT TO BE THERE... IN THE MIDDLE OF IT... GET SOME PICTURES... MAYBE SELL THEM TO THE BUGLE... GOT TO BE THERE...

KLIK KLIK KLIK

...JUST IN CASE.

THERE'S SOMETHING THAT'S NEVER HAPPENED TO ME BEFORE.

MY DATE... THE FREELANCE PHOTOGRAPHER... DUCKING OUT ON *ME*.

LETTING ME DUCK INTO THIS ALLEY AND...

...GET TO WORK AS ***SPIDER-MAN!***

GLAD I THOUGHT TO ADD SOME ***ANTI-FREEZE*** TO THE WEBBING CHEMICALS LAST NIGHT!

THWIP

MA'AM... PLEASE STAND BACK.

THIS TRUCK COULD BLOW AT ANY SECOND.

KLIK KLIK KLIK

SHRAK

SHE'S NOT MOVING.

JUST STANDING THERE SNAPPING PHOTOS OF ...

...ME?

SHE'S DEFINITELY FOCUSING ON ME.

THAT'S A BIT FLATTERING.

THOUGH IT'S STARTING TO FEEL A LITTLE WEIRD.

SPIDER-SENSE IS TINGLING... SOME SORT OF DANGER... PROBABLY THE TRUCK ABOUT TO GO!

LADY... PLEASE GET BACK.

NO MORE PICTURES... JUST MOVE.

I'VE GOT TO GET THIS MAN TO SAFETY, AND I CAN'T BE WORRYING ABOUT YOU, TOO.

PLEASE... ARE YOU LISTENING TO ME?

COME ON! I'LL GIVE YOU THE OPPORTUNITY FOR ALL THE PICTURES YOU WANT LATER ON, BUT RIGHT NOW THIS MAN NEEDS HELP.

JUST GO GET THOSE TWO COPS ACROSS THE STREET...

... PLEASE?

GOD, THAT FELT WEIRD!

THE LOOK IN HER EYES... FOR A MOMENT...

... JEEZ! I'VE GOT TO CHILL OUT!

MAYBE I'M FEELING A LITTLE JEALOUS BECAUSE MY DATE IS GETTING TO SELL PICTURES OF ME TO THE BUGLE.

JUST REMINDING ME OF ANOTHER PART OF MY OLD LIFE AS PETER PARKER THAT I CAN'T GO BACK TO.

WHAT'S TAKING THEM? WHY WON'T THE COPS LISTEN TO HER --

NOW ***SHE'S*** GLUED TO THE STOREFRONT AS WELL.

THIS MAN NEEDS MEDICAL ATTENTION... NOW.

HANG ON SIR, I'LL HAVE AN AMBULANCE HERE IN A MINUTE.

THIS IS INSANE.

OFFICERS! LADY!

LADY! CAN YOU HEAR ME? LOOK AT ME... NO... NOT AT THE TV... AT ME.

SHE WON'T... CAN'T... TAKE HER EYES OFF THE TV SCREENS.

THWIP

OKAY... THEN I'LL MAKE SURE SHE CAN'T SEE THEM.

WHAT...? WHAT HAPPENED HERE?

THERE'S BEEN AN ACCIDENT... CALL FOR AN AMBULANCE... *NOW!*

THERE *IS* MORE TO MYSTERIO'S NETWORK THAN MEETS THE EYE... AND I'M GOING TO FIND OUT WHAT!

MOMENTS LATER...

JESS, ARE YOU OKAY?

I WAS SEARCHING FOR A PAY PHONE TO CALL FOR AN AMBULANCE WHEN --

YEAH... I'M FINE... BUT, MAYBE WE SHOULD DO THIS ANOTHER TIME?

SURE. YOU WANT ME TO WALK YOU HOME?

NAH... I JUST WANT TO GET A FEW MORE SHOTS OF *THIS*.

FINE. FREES ME UP TO TRACK DOWN MYSTERIO...

...BUT *HOW?*

A SHORT TIME LATER...

MIGHT AS WELL CHECK IN ON HOW THINGS ARE AT THE DAILY GRIND UNTIL I CAN FIGURE OUT HOW TO TRACK MYSTERIO DOWN.

HEY, SHIRLEY, IT LOOKS LIKE THE WEATHER IS TAKING A TOLL ON BUSINESS.

AT LEAST YOU CAN COUNT ON OLD BUZZ TO BE HERE.

SHIRLEY? BOSS? DEVON?

NOT THEM, TOO. GLUED TO THE TV...

THEY HAVEN'T MOVED FROM THE IDIOT BOX SINCE I WALKED IN, YOUNG BEN.

HAD TO SERVE MYSELF.

FORTUNATELY, THEY'VE BEEN KIND ENOUGH TO BLOCK MY VIEW. ALL I'VE HAD TO CONTEND WITH IS THE INSIPID MUSIC OF THE THEME SONGS.

WHY AREN'T YOU WATCHING LIKE EVERYONE ELSE, BUZZ?

NEVER HAD MUCH USE FOR THE THING.

IF IT WAS UP TO ME, I'D FIND ALL THE TRANSMITTERS AND KNOCK THEM DOWN.

BUT FINDING THE TRANSMITTERS... NOW THAT'S THE KEY.

BEN? DID I OFFEND?

ANYTHING BUT, BUZZ.

IF I FIND HIS TRANSMITTER... I FIND MYSTERIO...

...AND I *THINK* I'VE GOT A WAY TO FIND THE TRANSMITTER.

A SHORT TIME LATER, IN THE CENTENNIAL UNIVERSITY LABORATORY OF PROFESSOR RAMIREZ...

I BELIEVE, DOCTOR, THAT THESE LENSES ARE ACTUALLY RECEIVERS OPERATING ON THE SAME FREQUENCY AS YOUR STOLEN D.I.T. CHIP.

AND I WAS WONDERING IF THERE WAS ANY WAY WE COULD REVERSE THE SIGNAL, SO THAT...

INGENIOUS DEVICES, THESE. COULD I POSSIBLY HOLD ON TO THEM AFTER --

SO THAT IT WOULD LEAD YOU BACK TO THE SOURCE OF THE TRANSMISSION. YES... I SEE... hmmm...

"...AND I'LL HAVE SOMETHING RIGGED UP FOR YOU THAT WILL TAKE YOU STRAIGHT TO MY STOLEN CHIP."

DOC? CAN YOU DO IT?

OF COURSE! GIVE ME HALF AN HOUR...

OKAY, MYSTERIO, WHERE ARE YOU HIDING YOURSELF?

A SHORT TIME LATER...

OH, BUT THIS IS MORE THAN EVEN I COULD HAVE HOPED FOR!

IT'S AS THOUGH THE ELEMENTS THEMSELVES ARE PART OF THE GREAT SHOW.

THE BLIZZARD IS KEEPING EVERYONE AT HOME... ALL SAFE AND SOUND.

WHAT ELSE IS THERE TO DO ON A SNOWY DAY BUT WATCH TELEVISION?

AND WHAT CHANNEL IS MORE WATCHED...

...THAN **MINE!**

THE D.I.T. CHIP TRANSFORMS MY THOUGHTS... MY SHOWMAN'S MIND... INTO REALITY...

...WHILE **SUBLIMINAL SIGNALS** WORK ON THE BRAINS OF MY UNWITTING AUDIENCE...

...CAUSING THEM TO SECRETE AN **ADDICTIVE ENZYME** WHICH COMPELS THE FOOLS TO TUNE IN...

...AND THE RATINGS SOAR!

SECURITY BREACH IN SECTOR 1-ALPHA.

BRING IT ON-SCREEN.

SPIDER-MAN... YOU JUST CAN'T LET IT GO.

YOU THINK I'LL LET YOU GAIN ACCESS TO MY TRANSMITTER... TO SHUT ME DOWN?

AWAITING COMMAND FOR IMPLEMENTATION OF SECURITY MEASURES.

COMPUTER...

"...MAKE IT SO."

RAMIREZ'S LITTLE BABY HERE DID THE TRICK, BECAUSE...

...THERE'S THE TRANSMITTER.

A FEW MORE STEPS AND I'M....

...THERE?

OKAY! THE SNOW'S GONE... THE TRANSMITTER'S GONE...

...AND I'M IN THE MIDDLE OF A DESERT FACING THE UGLIEST DRAGON I'VE EVER SEEN!

YOU KNOW THERE'S SOMETHING WRONG WHEN YOU CAN MAKE AN INSTANT COMPARISON OF ALL THE DRAGONS YOU'VE EVER SEEN.

I DON'T THINK SO.

IT'S ONLY AN ILLUSION.

NOW, EXACTLY WHY IS IT I WANTED TO GET BACK IN *THIS* COSTUME SO BADLY?

FOR THINGS LIKE *THIS?*

IT'S NOT GOING TO HURT ME.

ALL I HAVE TO DO IS CLOSE MY EYES AND WALK RIGHT THROUGH...

UGPH!

THAT'S A GOOD ILLUSION!

FRZAAT

SORRY, SPIDER-MAN, BUT YOU ARE TRESPASSING!

AND I BELIEVE I AM WITHIN MY RIGHTS TO PROTECT MY PRIVATELY OWNED PROPERTY THROUGH WHATEVER MEANS NECESSARY!

I'M NOT SURE EXACTLY HOW MUCH VOLTAGE THEY'RE CAPABLE OF DISCHARGING, BUT...

...KEEP COMING AND WE CAN FIND OUT TOGETHER.

WELL... I SUPPOSE I COULD LEAVE...

NAH! I THINK I'LL JUST SHUT YOU DOWN!

I REALLY DON'T BELIEVE YOU'RE GOING TO LIVE THAT LONG!

HOW COULD YOU TRY TO DEPRIVE THE WORLD OF MY WONDERFUL SHOWS?

IF YOU'RE SO CONFIDENT IN YOUR PROGRAMMING...

...WHY NOT LET IT STAND ON ITS OWN?

WHY USE WHATEVER IT IS YOU'RE USING TO ADDICT PROPLE TO THE SHOWS?

BECAUSE I COULD.

BESIDES... LIFE IS TOO SHORT TO BE SUNK BY THE WHIM OF SOME EFFETE CRITICS.

SPEAKING OF THE SHORTNESS OF LIFE...

FRAAA

IT

NICE TRY, BUT I'M *STILL* PULLING THE PLUG ON YOU!

AS SOON AS I GET MY HANDS ON THE ...

...TRANSMITTER?

YUCK! SNAKES? WHY DOES IT HAVE TO BE SNAKES?

IT'S JUST AN ILLUSION... ALL I'VE GOT TO DO IS STAY FOCUSED ON THE TRACKING DEVICE AND LET IT TAKE ME TO --

YEOW! THAT ***HURT!***

I'LL TELL YOU, MYSTERIO...

OW!

YOU'RE GOOD... ***OW!***

BUT NOT...

... GOOD ENOUGH!

BINGO!

SHHRRAK

NO!

GET AWAY FROM THERE!

NO MORE ILLUSIONS... IT'S OVER!

CAN'T... TAKE... MUCH... MORE... OF... THIS!

OKAY... THIS WEB SHIELD CAN KEEP MOST OF THE BLASTS FROM HITTING ME, BUT I CAN'T REACH THE CHIP UNLESS I DROP IT!

THIS IS IT, SPIDER-MAN!

I'M GOING TO POUR OUT EVERY OUNCE OF JUICE I HAVE INTO ONE FINAL BURST.

AFTER I'M DONE, YOU WON'T BE REMEMBERED ANY MORE THAN LAST YEAR'S SUMMER REPLACEMENT SHOWS.

YOU'RE ABOUT TO BE CANCELED, SPIDER-MAN!

THIS IS GOING TO TAKE TIMING.

GOT TO WAIT UNTIL HE POURS EVERYTHING INTO IT... AND THEN...

...JUMP FOR IT!

HE'S OVERLOADED ALL THE CIRCUITRY... IT'S GOING TO...

FZZAKT

KBOOM

THAT'S THE THING ABOUT BEING THE GOOD GUY...

...NOT ONLY DO I HAVE TO SAVE THE CITY FROM THE TERRORS OF MIND CONTROL AND BAD TELEVISION...

...I'VE GOT TO GET MY TAIL KICKED...

...AND *THEN* I'VE GOT TO SAVE THE VILLAIN FROM BEING HOISTED ON HIS OWN PETARD.

IT MAKES ME WONDER EXACTLY WHAT WAS WRONG WITH BEING ON THE ROAD FOR THOSE FIVE YEARS --

UGPH!

WHAT IS THE MEANING OF THIS?

SECURITY! SOMEBODY CALL SECURITY!

AND HAVE SOMEONE SEE IF THEY CAN FIND...

...Mr. HINES?

YES... CALL THE POLICE. THIS MAN IS A TERRORIST. HE DESTROYED MY TRANSMITTER. HE --

HEY! LOOK!

THE BACKUP TRANSMITTER KICKED IN. WE'RE STILL BROAD-CASTING...

...BUT THE RATINGS?

THEY'RE DROPPING LIKE A STONE.

NO... THIS CAN'T BE HAPPENING! THE EXPLOSION MUST HAVE KNOCKED OUT THE SUBLIMINAL BROADCAST CIRCUITRY!

LOOKS LIKE IF PEOPLE AREN'T *FORCED* TO WATCH YOUR SHOWS, MYSTERIO...

...THEY *WON'T.*

WHAT IS THIS DRECK?

THIS STUFF SUCKS.

I ACTUALLY WANTED TO BE A PART OF ONE OF THOSE.

HINES, WE'RE PULLING OUR COMPLETE ADVERTISING BUDGET.

WE'RE OUT OF HERE.

NO. NO. NO.

*THIS WAS MY DREAM... A MASTERPIECE OF **MY** IMAGINATION!*

IN THE END, MYSTERIO, I THINK IT WAS REALLY SIMPLE...

...YOUR SHOWS WERE JUST NO GOOD.

"AND DESPITE WHAT YOU, OR ANYONE ELSE MIGHT BELIEVE...

"...THE ULTIMATE POWER OF TELEVISON IS IN CHOICE.

"AND THE BEST WAY TO EXERCISE IT IS WITH THE REMOTE CONTROL."

THE END

A SPIDER-MAN SPECIAL EVENT

APPROVED BY THE COMICS CODE AUTHORITY

SPIDER-MAN®

holiday special 1995

NOW, NOW, BOYS-- IS THIS ANY WAY TO SPEND *CHRISTMAS EVE?*

I MEAN, I HOPE I'M NOT INTERRUPTING A *FAMILY REUNION* HERE--

WAP!!

OOF!

--BUT YOU *DON'T* LOOK LIKE THIS NICE COUPLE'S *GRANDSONS!*

LNGH!

AAGH!

A MATTER OF FAITH

B-BACK OFF, JERK! I-I AIN'T AFRAID OF BEING THE GUY WHO KILLED SPIDER-MAN!

GASP! A GUN!

OH DEAR, WHAT AM I TO DO?

THWIPP!

THWIPPPPPPP!

I MEAN, IT'S NOT LIKE I EVER FACED DOWN A GUN BEFORE!

HUH--?! M-MY HAND!

AACK!

MY FIST!

WAMP!

...AND HERE YOU GO, FOLKS! YOUR PARCELS ARE A LITTLE DAMP, BUT NO WORSE FOR THE WEAR!

TH-THANK YOU, MR... UH, SPIDER-MAN.

"LOVED ONES." THAT'S AN INTERESTING CONCEPT...

SEAPORT

YES! AND HAPPY HOLIDAYS TO YOU AND YOUR LOVED ONES!

AFTER FIVE YEARS AWAY FROM NEW YORK, I HAVE NO LOVED ONES HERE ANYMORE!

AUNT MAY'S *GONE*, AND WITH ME HAVING A NEW CIVILIAN IDENTITY, I CAN'T EVEN TOUCH BASE WITH THE FEW FRIENDS I HAD WHEN I WAS *PETER PARKER!*

SO, YOUR LONELY NEIGH-BORHOOD SPIDER-MAN IS LEFT WITH *NOTHING* TO DO BUT WEB-SLING AROUND TOWN --*ALONE*-- ON WHAT SHOULD BE ONE OF THE MOST *JOYOUS* NIGHTS OF THE *YEAR!*

BUT I'M NOT BITTER...

HEY, IS THERE SOMEONE UP ON THE *BRIDGE...?*

"THERE *IS* SOMEONE UP THERE! A *WOMAN!* BUT WHAT'S SHE--?"

OH MY GOD--

--SHE'S *FALLING!*

NO TIME TO WALLOW IN *SELF-PITY!*

GOTTA DO THAT SUPER HERO THANG!

LORD, SHE'S FALLING SO *FAST!*

THIS IS GONNA BE SO *CLOSE...*

DID IT!

UHN!?

I'VE *GOT* YOU, MISS!

AND AFTER SOME FANCY *ARACHNID ACROBATICS...*

...WE'LL BE BACK ON SOLID GROUND IN *NO* TIME!

ARE YOU *OKAY?* IT'S A GOOD THING I HAPPENED TO BE *NEARBY!*

I SHOULD GET YOU TO A *HOSPITAL...*

YOU JERK!! I DIDN'T *WANT* TO BE SAVED!

I BEG YOUR PARDON...?

I DIDN'T *FALL* OFF THE BRIDGE... I *JUMPED!*

WHY?

BECAUSE I HAVE *NO* REASON TO *LIVE!*

I HAVE *NOTHING.* I *AM* NOTHING. NO *FRIENDS*, NO *FAMILY*, NO *JOB*, NO *MONEY.*

AND *TODAY* WAS THE KICKER!

TODAY I FOUND OUT I'M BEING *EVICTED* FROM MY LITTLE *RATHOLE APARTMENT!*

GREAT WAY TO START THE *HOLIDAYS*, HUH? :SOB!:

MAN, *THAT* SOUNDS FAMILIAR!

I FELT *EXACTLY* THE SAME WAY FIVE YEARS AGO, WHEN I FIRST THOUGHT I WAS A *CLONE!**

BELIEVE IT OR NOT... I *KNOW* HOW YOU FEEL.

I *UNDERSTAND.*

WHAT'S YOUR NAME?

JENNY. :SNIFF: *JENNY SHERIDAN.*

THAT'S WHEN IT HIT ME: I DON'T *MATTER!* MY LIFE DOESN'T MAKE A *DIFFERENCE!*

I COULD FALL OFF THE FACE OF THE EARTH AND *NO ONE* WOULD CARE!

* CHECK OUT *LOST YEARS #0* FOR ALL THE DETAILS. --SARRA

LISTEN, JENNY, WHAT SAY WE GET *OUT* OF HERE, OKAY?

I'VE GOT THIS REAL *HANG-UP* ABOUT *GIRLS* ON *BRIDGES...*

THWIP!

...SO I CAME TO NEW YORK TO BECOME A *WRITER*--AS IF THIS TOWN REALLY *NEEDS* YET *ANOTHER* ASPIRING WRITER!

COULDN'T FIND ANY WORK, HUH?

NOTHING. I WATCHED MY LIFE SAVINGS DWINDLE DOWN INTO THE *NEGATIVE FIGURES.*

LOSING MY APARTMENT WAS THE *LAST STRAW.* I COULDN'T *BEAR* THE THOUGHT OF LIVING ON THE STREETS, ANONYMOUS, HAVING NO PLACE TO GO...

...IGNORED AND AVOIDED BY EVERYONE, NO ONE CARING WHETHER I LIVED OR DIED...

THAT'S WHERE YOU'RE *WRONG,* JENNY. NO MATTER WHAT YOU THINK THERE ARE PEOPLE WHO CARE.

I CARE.

AND I THINK-- HEY!

LOOKS LIKE A *RIOT'S* GOING ON AT THE *MANHATTAN MALL!*

I KNOW LAST-MINUTE CHRISTMAS SHOPPERS CAN GET PRETTY BRUTAL--

--BUT THIS IS *RIDICULOUS!*

I'M GOING IN TO CHECK THIS OUT. YOU STAY HERE, WHERE IT'S SAFE.

WILL YOU BE ALL RIGHT?

PROBABLY NOT...

"...BUT THAT'S NEVER STOPPED ME BEFORE!"

THAAAT'S IT!

JUST DROP YOUR WALLETS, PURSES AND JEWELRY AT MY FEET AS YOU LEAVE, LADIES AND GENTLEMEN!

OH, YEAH-- MERRY CHRISTMAS, AND THANK YOU FOR SHOPPING AT THE MANHATTAN MALL!

OUTTA MY WAY!

EXCUSE ME FOLKS, COMIN' THROUGH!

HELP!

ONE SIDE PLEASE, PARDON ME!

GET OFFA MY FOOT!

BOY, BEING POLITE GETS YOU *NOWHERE* IN THIS TOWN!

MOMMYYY!

HUH!?

HEY, I *RECOGNIZE* THAT GUY, EVEN *WITH* HIS NEW OUTFIT!

IT'S THE *SCORCHER!* ONE OF THE FIRST SUPER-VILLAINS I EVER FOUGHT!*

BOY, DO I FEEL OLD NOW...

MAN, I *LOVE* THIS HOLIDAY!

ALL THESE SHOPPERS, JUST *BEGGING* TO BE RELIEVED OF THEIR MONEY!

*SEE *UNTOLD TALES OF SPIDER-MAN #7.* --SARRA

I LEFT MY WALLET IN MY *OTHER* SUIT, SCORCHIE--

--HOWZABOUT I JUST GIVE YOU A *HUG* INSTEAD?

HUH--?

SPIDER-MAN!?

WHO'RE YOU WORKING FOR *THIS* TIME, SCORCHER-- THE *GRINCH*?

PAF!

OOF!

I DON'T ANSWER TO *ANYONE* THESE DAYS, BUG-MAN!

WHOOOOOSH

I ONLY WORK FOR *MYSELF* NOW! NO BOSSES! NO HENCHMEN!

I *GET* IT, LOSER!

BUT *NOW* WHEN YOU FAIL MISERABLY...

THWIPIPIP

THWIPIPIP

...YOU'LL ONLY HAVE *YOURSELF* TO BLAME!

I CAN BURN THROUGH YOUR STUPID WEBBING AS IF IT WERE *COTTON*!

Y'SEE, I'M A *LOT* BETTER THAN *LAST* TIME, JERK!

UH, WHEN I CALLED YOU "LOSER," I MEANT IT ONLY IN THE MOST *RESPECTFUL* WAY...

YIKES!!

DON'T TELL ME, LET ME GUESS-- YOU'RE REALLY *PEEVED* NOW, RIGHT?

SHOOM! SHOOM! SHOOM!

THE FORCE OF THESE FIREBLASTS-- HURLING ME BACK--

--RIGHT THROUGH THE FRONT WINDOW!

SPIDER-MAN!

SPARE CHANGE?

JENNY! GET OUT OF HERE!

WHAT'S HAPPENING?

OLD PLAYMATE OF MINE!

DIDN'T LIKE WHAT HE GOT FOR CHRISTMAS!

I THINK HE WANTED A *PONY*...!

WHERE IS HE?

WHERE'S THAT ANNOYING, OBNOXIOUS INSECT--

YOU IGNORAMUS--

--SPIDERS AREN'T INSECTS!

GOTTA END THIS QUICK...

UHNF!

...TOO MANY PEOPLE AROUND!

FOR GOD'S SAKE, SCORCHER! SOMEONE'S GONNA GET HURT--OR WORSE!

WHOOSH

THATS YOUR CONCERN, NOT MINE!

LIP HERE, LAUGHING BOY!

GO AHEAD, MAKE WISE-CRACKS--

PA KRASH

YOWWWW!

--I'LL BRING YOU DOWN ONE WAY OR ANOTHER!

THAT LUNATIC!

THUMP

WHEN I GET MY HANDS ON HIM, I'LL --

OH NO!

...SPARE CHANGE...

MISTER! LOOK OUT! YOU'RE GONNA BE CRUSHED! MISTER!

OH, GOD, HE CAN'T HEAR ME!

WHUFF?!

UHNN!

JENNY!

NO!

KA-PRUSSH!

SCORCHER!! THIS ENDS NOW!

IDIOT! WEBBING UP YOUR HANDS CAN'T PROTECT YOU FROM MY FLAME-THROWING GAUNTLETS!

RIGHT NOW--

BZZZT

BZZT

CRACK!

SSSSSSSSSSSSS

HUH?

--I DON'T CARE!

POOSH

POOSH

SSSSSSS

YEEARRRGH!

DO US BOTH A FAVOR WILLYA...

...AND JUST STAY DOWN!

WOOWOOWOOWOOWOO

POLICE SIRENS! THE COPS'RE FINALLY COMIN'!

JENNY!

S-SPIDER-MAN...?

YOU'RE ALL RIGHT! THANK GOD!

I SAW WHAT YOU DID! YOU WERE INCREDIBLE, KIDDO!

STILL THINK YOU DON'T MAKE A DIFFERENCE?

UHNN...

:OUCH!: GONNA HAVE FRENCH FRIED FINGERS FOR A WHILE...

...BUT CAN'T THINK ABOUT THAT NOW! GOTTA FIND--

BZZT

BZZT

B-BUT ALL I DID WAS--

A HUMAN BEING IS ALIVE, JENNY... BECAUSE OF YOU! THAT MATTERS!

YOU MATTER.

M-MAYBE... MAYBE I CAN MAKE A DIFFERENCE, AFTER ALL...?

YOU BETTER BELIEVE IT, KIDDO...

I'LL TAKE THIS MAN TO A HOMELESS SHELTER.

Y'KNOW, I THINK I'LL EVEN *VOLUNTEER* THERE TONIGHT.

THWIPP

THWIPP

THIS IS ONE OF THEIR BUSIEST NIGHTS.

I'M SURE THEY CAN USE ALL THE HELP THEY CAN GET.

JENNY... ARE YOU GONNA BE OKAY?

:SIGH: WELL, MY *SITUATION* HASN'T CHANGED...

...BUT I THINK *I* HAVE.

I KNOW NOW...

... I WANT TO MAKE MY LIFE COUNT FOR SOMETHING.

YOU *WILL.* YOU ALREADY *HAVE!*

AS FOR ME...

...THERE ARE PLENTY OF *OTHER* CREEPS OUT THERE WITH THE SAME IDEA AS SCORCHER...

...SO SANTA WON'T BE THE *ONLY* GOOD GUY IN A FUNNY OUTFIT WHO'LL BE WORKING TONIGHT!

MERRY CHRISTMAS, SPIDER-MAN.

MERRY CHRISTMAS TO *YOU,* JENNY...

...AND TO ALL A GOOD NIGHT!

END.

CHRISTMAS MORNING...

...A LONE FIGURE WAITS ATOP THE STATUE OF LIBERTY...

START HERE

IT'S NOT LIKE HIM TO BE *THIS* LATE.

AAH, PROBABLY JUST *OVERSLEPT.*

WELL, *THIS* OUGHT TO WAKE HIM UP!

SURE IS A LOT DIFFERENT THAN *LAST* CHRIST-MAS...

SIIIILENT ♪ NIGHT, ♪ HOOOLY NIGHT... ♫

ZZZZZZZ

FZZZ... CLICK!

WHOOSH

Merry Christmas, Mister Storm

4

WELL, IT'S ABOUT TIME.

HERE I AM, FREEZING MY WEBS OFF FOR HALF AN HOUR, AND YOU'RE IN A WARM BED, DREAMING OF SUGAR PLUMS.

IT'S THE SAME THING EVERY CHRIST-MAS. I DON'T KNOW WHY I BOTHER...

YEAH, SORRY. IT'S JUST BEEN KIND OF A ROUGH YEAR.

SORRY.

"SORRY"? NO COMEBACK? NO INSULT? NO SNOWBALL IN THE FACE?

YOU OKAY?

LISTEN, IF IT'S ABOUT ME TRYING TO GET YOU TO SURRENDER TO THE COPS AFTER THAT THING AT THE COLLEGE, I'M SORRY. I DIDN'T WANT...

NAH, DON'T WORRY ABOUT IT. YOU WERE RIGHT, AND BESIDES, THEY DROPPED THE CHARGES. EVERYTHING WORKED OUT FINE.

SO WHAT'S THE PROBLEM?

BESIDES THE COCOA BEING COLD?

WELL, LET'S SEE:..

I GOT ARRESTED, MY WIFE TURNED OUT TO BE A SKRULL, SHE DIED, SHE CAME BACK AND TRIED TO KILL ME...

... SHE WAS PREGNANT, SHE WASN'T PREGNANT, I NEARLY BURNED A MAJOR UNIVERSITY TO THE GROUND...

... MY BROTHER-IN-LAW DIED, MY SISTER'S TURNING INTO A PSYCHO...

...OH YEAH, AND THE WOMAN I *THOUGHT* I MARRIED IS IN LOVE WITH MY BEST FRIEND.

JEEZ...

CAN YOU IMAGINE WHAT THAT'S LIKE? I DON'T KNOW IF I CAN EXPLAIN...

WELL, ARE *YOU* MARRIED?

WHAT DO YOU MEAN? OF *COURSE* I'M MARRIED! *YOU* KNOW TH--

RIGHT. YOU DON'T KNOW.

YEAH, I'M MARRIED.

OKAY, THEN MAYBE YOU CAN UNDERSTAND.

I JUST DON'T GET IT. WHEN DID EVERYTHING GET SO *COMPLICATED?*

I MEAN, IN THE OLD DAYS, IT WAS SIMPLE.

"LIKE YOU AND ME--WE'D GET TOGETHER, WE'D KNOCK EACH OTHER AROUND A LITTLE, WE'D REALIZE WE'D BEEN TRICKED...

..."AND THEN WE'D GO AFTER THE FOX OR THE LIZARD OR WHOEVER.

"SIMPLE.

"AND *SOMETIMES*, I THINK WE EVEN DID A LITTLE GOOD. LIKE THAT CHRISTMAS WE SPENT FIGHTING *THE SANDMAN.*" *

*MARVEL TEAM-UP #1. -- SARRA

Y'KNOW, TO THIS DAY, I THINK THAT THE FACT THAT WE TRUSTED HIM ENOUGH TO LET HIM GO VISIT HIS MOM WAS A BIG PART OF WHAT MADE HIM GO STRAIGHT.

YEAH, BUT HE STILL ESCAPED DOWN HER DRAIN!

HEY, I DIDN'T SAY IT HAPPENED *OVERNIGHT!*

LISTEN, JOHNNY...

I DON'T THINK I'VE BEEN A VERY GOOD FRIEND. I MEAN, WE'VE KNOWN EACH OTHER A LONG TIME. HECK, YOU'RE PROBABLY THE CLOSEST FRIEND I'VE *GOT* IN THIS BUSINESS.

BUT I'VE KEPT SECRETS FROM YOU.

AND, WELL...

NO.

YOU THINK I *WANT* TO SEE YOUR UGLY FACE? LOOK, YOU DON'T NEED THE HASSLE OF PEOPLE KNOWING WHO YOU ARE, AND I DON'T NEED TO KNOW YOUR NAME.

IT'S ENOUGH THAT I KNOW YOU'RE A *FRIEND.*

HERE, MERRY CHRIST-MAS.

WHAT IN THE--?

IT'S A *TALKING VENOM DOLL!* THEY'RE ALL THE RAGE.

IF YOU PUSH THE BUTTON, HE SAYS, "*I WANT TO EAT YOUR BRAINS!*"

OH, GOOD. MY WIFE'S GOING TO LOVE *THIS.*

HERE, THIS ONE'S FOR *YOU.*

TORCH

HUH.

CHECK OUT THE BASE.

WHAT'S THIS?

555-5674

THAT'S IN CASE YOU EVER NEED TO TALK.

WELL. I GUESS I'D BETTER GET BACK.

THAT TRAFFIC COP-TER LOOKS LIKE IT'S HEADING MY WAY.

YEAH. ME TOO.

THWIP

MERRY CHRISTMAS, WEBS!

MERRY CHRISTMAS, HOTHEAD!

HUH. AND THIS YEAR HE KEEPS ME WAITING!

IT *IS* YOU!

FINALLY!

WHAT, YOU HAD TO BE *TWO HOURS* LATE SO YOU COULD CHANGE YOUR *COSTUME?!*

YOU SOUND LIKE YOU WERE *EXPECTING* ME.

EXPECTING YOU?

"*CHRISTMAS MORNING*"? DOES *THAT* RING A BELL?

OH, I GET IT.

LISTEN, I THINK YOU'VE GOT ME CONFUSED WITH SOMEONE *ELSE*...

SOON...

A CLONE?!

I KNOW IT'S HARD TO *BELIEVE*...

NAH. REMEMBER WHO YOU'RE TALKING TO.

IT'S KIND OF A *SURPRISE*, THOUGH...

IS HE STILL AT THE SAME *PHONE NUMBER?*

NO, HE LEFT TOWN WITH HIS WIFE. I DON'T THINK THEY'RE *SETTLED* YET.

I HOPE HE'S OKAY.

ME TOO.

YOU KNOW, *YOU'RE* GONNA HAVE SOME ROUGH TIMES TOO.

TELL ME ABOUT IT.

HERE.

IN CASE YOU NEED TO *TALK.*

I... THANKS.

NO PROB.

HEY, YOU'D DO THE SAME FOR ME.

SO, SAME TIME *NEXT* YEAR?

COUNT ON IT.

TRY TO BE *ON TIME* FOR A CHANGE, HUH?

GOOD TO SEE *YOU,* TOO.

MERRY CHRISTMAS, HOTHEAD!

MERRY CHRISTMAS, WEBS!

END

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